

No 1000000 451

EFFECTIVE DATE

2-1-01

FILED

GROTIUS INTERNATIONAL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 18, 2001

Ms. Doris Brown  
Department of State  
Division of Corporations  
P.O. Box 6317  
Tallahassee, FL 32314

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Dear Ms. Brown,

As per our recent conversation over the phone, I am sending you the Articles of Incorporation of Grotius International, Inc. including the change indicated by you. On each and every instance, the words "GROTIUS INTERNATIONAL" were changed to "GROTIUS INTERNATIONAL, INC."

Should you have any further question or concern, please contact me at the address and telephone shown below.

Sincerely,

E DELGADO-M.

Eduardo Delgado-Márquez  
Chairman of the Board  
Incorporator and Registered Agent

Attachments: Enclosed are the original and one copy of the above-mentioned document.

10613 HAMMOCKS BOULEVARD, #233 MIAMI, FLORIDA 33196  
PHONE: (305) 752 - 9755

D. BROWN JAN 22 2001

**EFFECTIVE DATE**

2-1-01

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617 Florida Statutes, adopts the following

**ARTICLES OF INCORPORATION OF GROTIUS INTERNATIONAL, INC.**

The undersigned, a majority of which are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

**CORPORATE NAME**

**ARTICLE 1**

The name of the Corporation shall be "GROTIUS INTERNATIONAL, INC.; World Institute for Research and Field Work on International Law, Diplomacy, International Relations and Other Global Issues — Not for Profit Corporation" which name may be abbreviated to GROTIUS INTERNATIONAL, INC.

**DOMICILE**

**ARTICLE 2**

*Place of Business.* The place of business in this state where the principal office of the Corporation is to be located is 10613 Hammocks Boulevard, #2-33, Miami, Florida, 33196, United States of America. The mailing address is the same.

**TAX EXEMPT PURPOSE; ADDITIONAL STATEMENTS OF PURPOSE; PHILOSOPHY AND OBJECTIVES**

**ARTICLE 3**

*Section 3.1 Federal 501(c) (3) Tax Exempt Purpose Clause.* This corporation is organized, exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such section, or the corresponding section of any future federal tax code.

***Section 3.2 Additional Statements of Purpose Required Under State Law***

*Subsection 3.2.1 Statement of Lawful Purpose.* The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act.

*Subsection 3.2.2 Philosophy.* GROTIUS INTERNATIONAL, INC. is a multidisciplinary, non-profit making, independent, and non-political organization dedicated to the promotion of world peace through collective discussion, study and awareness of international social, scientific, economic and legal issues. GROTIUS INTERNATIONAL, INC. pursues this mission by supporting, promoting and performing field work, scientific research carried on in the public interest, policy development, and dissemination of knowledge through education, participation, practice, and training.

**Subsection 3.2.3 General Objectives.** GROTIUS INTERNATIONAL, INC. aims to achieve the following general objectives:

1. a) To disseminate knowledge through education, participation, practice, and training; b) to establish ways for supporting, promoting and performing field work, policy development and scientific research carried on in the public interest, and c) in particular, to provide a scientific setting for the study and development of international law, diplomacy, and International Relations as fundamental instruments in the struggle for world peace.
2. To establish and maintain a forum for multidisciplinary studies and the discussion of economical and social issues of great importance to the international community through the action of specialized Departments and Committees that may be integrated by members of GROTIUS INTERNATIONAL, INC., members of its Board of Directors, its employees, independent contractors, and/or through interaction with other national and/or international private, non-governmental, or governmental organizations.
3. To support and promote the work of community, national and international organizations in the areas of conflict prevention, disarmament, human rights, communications, health, scientific research, application of sustainable development principles, and a global ecosystem capable of supporting healthy individuals and communities, social work, international economic development and grass-root community development, establishment and improvement of democratic judicial systems, education, media, arts, culture, trade, exchange and international cooperation, programs for immediate and effective response during catastrophes or armed conflicts. GROTIUS INTERNATIONAL, INC. aspires in part to achieve this objective by formulating and testing cost-effective, case-by-case projects designed to cover only specific needs.
4. To design and operate national and international programs and services which will aim to: a) create a dynamic sense of fraternity among peoples of all nations, c) eliminate unfair foreign economic dependency, d) strengthen international cooperation, e) reduce poverty and injustice, f) relieve the distressed, or the unprivileged, g) promote, and advance humanitarian values, h) promote and support democratic principles and human achievement, I) encourage, and expand effective and humane social and health services, j) eliminate prejudice and discrimination, k) lessen the burdens of governments, m) advance and defend religious tolerance, n) provide financing for charitable, educational, cultural, literary, or scientific purposes, and o) promote the study and development of international law, diplomacy, and International Relations as inseparable from the efforts for world peace, by endorsing and formulating recommendations and proposals o) encourage a healthy understanding and respect of cultural values of peoples and nations.
5. To address prevention of conflict and war within and among nations; prevent and stop cruelty in all its forms, encourage international collaboration and peace,

strengthen social justice efforts, defend human and civil rights secured by law, and support disarmament programs.

6. To enhance and constantly upgrade the knowledge and practical skills required from professionals of all disciplines in a globally interdependent world, as well as to promote and establish critical and amicable dialogue, develop mutual understanding, cultural exchange, scientific co-operation, and personal contacts among such professionals.

**Subsection 3.2.4 Specific Objectives.** The specific purposes for which GROTIUS INTERNATIONAL, INC. is organized are exclusively charitable, educational, cultural, literary, and scientific. GROTIUS INTERNATIONAL, INC. aims to accomplish such objectives by doing the following:

1. Constantly offering opportunities for professional exchange, and disseminating information among members of the professional community directly or indirectly involved in international issues, through seminars, forums, meetings, conferences, courses and other events, on a regular basis, as well as through specific on-field programs.
2. Offering opportunities to obtain a balanced combination of scholarly research and practical training on substantive international issues in order to aid, maintain, and advance programs, projects and events on International Law, Diplomacy, International Relations, and other international issues, according to GROTIUS INTERNATIONAL, INC.'s philosophy and general objectives. Concisely, to aid all its members to become internationally minded, highly qualified professionals.
3. To provide assistance on cross-cultural communications, business negotiations, customs and regional politics to individuals and corporations doing international business.
4. To establish relationships with private and public municipal and international corporations, and institutions interested in providing, among others, technical, legal and financial support in order to aid, maintain, and advance programs, projects and events on International Law and International Relations, and other international issues, according to GROTIUS INTERNATIONAL, INC.'s philosophy and objectives. For such purpose, GROTIUS INTERNATIONAL, INC. will have a full-time staff of well-qualified professionals whose range of experiences should encompass —among others— law, engineering, architecture, construction, marketing, business operations, procurement and other logistics, planning, finance, physical and psychological health care, etc. GROTIUS INTERNATIONAL, INC. will also augment its in-house capabilities with strategic alliances with other organizations and/or consultant service providers.
5. To maintain a permanent exchange of information, via modern technological advances like the Internet, video recording, and videoconferencing. Also, producing and distributing educational materials

like written publications, laser disks, audio tapes, video, or on any other digital, magnetic or new media emerging in the future.

6. To organize and maintain available for consultation to its members, a physical and a digital library with information regarding International Law, Role Of Governmental And Non-Governmental Organizations, Political Science, Sociology, Economics, History, Diplomacy, International Crime, Global Environment, International Trade, War, Human Rights, Disarmament and Peacekeeping, Population and Demography, as well as on any other international related matters.
7. GROTIUS INTERNATIONAL, INC. will also organize, constantly update and maintain a physical and digital database with information regarding contacts available.
8. To promote a permanent forum for professional exchange through the work of a) Regional Committees, b) Research and Study Area Committees, c) Operational Committees, and d) Special Committees. All members can share in the scholarly and field-oriented activities of GROTIUS INTERNATIONAL, INC., and depending on their degree of commitment, they may participate and become leaders in any of GROTIUS INTERNATIONAL, INC. departments and committees.
9. GROTIUS INTERNATIONAL, INC. will aim at providing the following resources throughout its web site:
  - a) A multilingual bulletin board space listing conferences and other events of interest in the area of International Relations, publications, and other relevant information.
  - b) A multilingual digital newsletter available to members, which will cover relevant international developments, recent activities of GROTIUS INTERNATIONAL, INC., new publications, and upcoming events.
  - c) Various multilingual *chat* rooms dedicated to topics of international nature or of general interest to its members.
10. GROTIUS INTERNATIONAL, INC. intends to be classified as a 501(c)(3) non-profit tax-exempt corporation by the United States Internal Revenue Service, and as such may receive monetary and in-kind contributions from individuals, corporations and public entities, as well as fees for consulting services, among others activities.

## BOARD OF DIRECTORS

### ARTICLE 4 — GENERAL POWERS — CORPORATE POWERS AND REPRESENTATION

Except as expressly limited by law, all corporate powers of GROTIUS INTERNATIONAL, INC. shall be vested in and may be exercised by the Directors of the Board together. Its decisions shall be binding. However, the Chairman of the Board is hereby authorized to represent the Organization. In any case, the Board of Directors or the

Chairman of the Board can authorize one or more persons to represent GROTIUS INTERNATIONAL, INC. by means of a limited or full power of attorney.

Directors need not be residents of the State of Florida and need not be Ordinary, Ranking or Honorary members of the corporation.

#### **ARTICLE 5 — INITIAL DIRECTORS (FOUNDERS)**

The names and addresses of the persons who are the initial Members of GROTIUS INTERNATIONAL, INC. and heads of the Board of Directors of the corporation are the following:

Name: Eduardo Delgado-Márquez, founder of GROTIUS INTERNATIONAL, INC., Address *10613 Hammocks Boulevard, #2-33, Miami, Florida, 33196.*

Name: Oscar Delgado-Márquez, co-founder of GROTIUS INTERNATIONAL, INC., Address *1212 Sandra Drive, Bakersfield, California, 93304.*

Name: Michael Everson, co-founder of GROTIUS INTERNATIONAL, INC., Address *2414 Hadley Lane, # E, Redondo Beach, California, 90278.*

#### **ARTICLE 6 - POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors (or International Board of Directors) shall be the supreme decision-making body and shall have power to manage and administer the business and affairs of the corporation. Therefore, its resolutions are binding on the International, National, and Regional Offices, and on all Missions, Centers and Committees. Only a subsequent Board of Directors decision can overturn a Board of Directors' resolution, independently of the majority of members adopting the most recent determination .

The Board of Director's main tasks are to:

(a) Discuss and decide about any questions or matters within the scope of the Bylaws and the present Articles of Incorporation; (b) Elect new Members; (c) Establish the means by which the activities of the Organization are to be funded, including setting the membership fees and/or any special activity fees and charges; (d) Approve the accounts of the Treasurer and Executive Committee reports; (e) Approve the budget; (f) Appoint the Presidents of Area and Region, Centers, Missions and Committees, and authorize the candidacies of local members willing to become Presidents, Treasurers and Comptrollers; (g) Monitor the activities of all Committees, Area and Regional offices, Centers, Missions, and National and Local Offices; (h) relieve outgoing members of the International Board of Directors, Presidents of Area and Region, Centers, Missions and Committees of their responsibilities and approve their activity reports; (I) appoint specific persons or create organs to carry out certain parts of the tasks under its responsibility.

#### **ARTICLE 7 - OFFICERS**

**Section 7.1 Number.** The officers of the corporation shall be an Executive President, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provisions of this article.

**Section 7.2. OTHER OFFICERS.** The Board of Directors may also elect or appoint one or more trust officers, including one or more assistant secretaries, one or more assistant cashiers, one or more managers and assistant managers of branches and such other officers and attorneys in fact as from time to time may appear to the Board of Directors to be required or desirable to transact the business of the corporation. Such officers shall respectively exercise such powers and perform such duties as pertain to their several offices, or as may be conferred upon, or assigned to them by the Board of Directors, the Chairman of the Board, or the Executive Vice-President. The Board of Directors may authorize an officer to appoint one or more officers or assistant officers. Any two or more offices may be held by the same person, except the offices of Executive Vice-President, Operations Vice-President and Secretary.

#### **ARTICLE 8 — COMPOSITION AND NUMBER OF DIRECTORS OF THE BOARD**

The Board shall consist of not less than three nor more than five Members, the exact number within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of two-thirds of the Board at any meeting thereof.

The Board of Directors shall consist of the Chairman of the Board (Executive President), the Secretary General, the Treasurer, the Executive Vice-President and the Operations Vice-President. Only the Chairman of the Board, the Executive Vice-President and the Operations Vice-President shall have voting rights. Accordingly, only their attendance during a meeting shall be considered for the purposes of determining the quorum.

#### **ARTICLE 9 — DIRECTORS OF THE BOARD**

**Section 9.1. CHAIRPERSON OF THE BOARD (PRESIDENT).** The Board of Directors shall appoint one of its members to be the Chairperson of the Board to serve at its pleasure. Such person shall preside at all meetings of the Board of Directors. The Chairperson of the Board shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation (See Article 24, *Section 24.2 Execution of instruments*), or by the Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as responsible for, the chairperson of the Board shall supervise the carrying out of the policies adopted or approved by the Board; shall have general executive powers, as well as the specific powers conferred by these articles of incorporation and/or the bylaws; and

shall also have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned by the Board of Directors. Mister Eduardo Delgado-Márquez is hereby appointed as the Chairman of the Board and Executive President. Mr. Delgado-Márquez is also the Incorporator and Registered Agent of GROTIUS INTERNATIONAL, INC..

**Section 9.2. EXECUTIVE VICE-PRESIDENT.** The Board of Directors shall appoint one of its members to be the Executive Vice-President of the Organization. In the absence of the chairperson, or when authorized by the Board, the Vice-President shall preside at any meeting of the Board, shall have the same general executive powers of the Chairman of the Board; and shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice, to the office of Executive President, or imposed by these articles of incorporation and/or the bylaws. The Executive Vice-President shall also have and may exercise such further powers and duties as from time to time may be conferred, or assigned by the Board of Directors. The Executive Vice-President shall hold voting rights. Mister Michael Everson is hereby appointed as the Executive Vice-President of the Board.

**Section 9.3. OPERATIONS VICE-PRESIDENT.** Each Vice-President shall have such powers and duties as may be assigned by the Board of Directors. In the absence of the Executive President, or in the event of his or her inability or refusal to act, the Operations Vice-President shall perform all the duties of the Executive Vice-President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Executive Vice-President. The Operations Vice-President shall hold voting rights. Mr. Oscar Delgado-Márquez is hereby designated by the Board of Directors as the Operations Vice-President of the same.

The Board of Directors may appoint other Vice-Presidents, although with non-voting rights.

**Section 9.4. SECRETARY.** The Board of Directors shall appoint a secretary, cashier, or other designated officer who shall be Secretary of the Board and of the Organization, and shall keep accurate minutes of all meetings. The Secretary shall attend to the giving of all notices required by these articles of incorporation and/or the bylaws; shall be custodian of the corporate seal, records, documents and papers of the corporation, shall provide for the keeping of proper records of all transactions of the Organization; shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice, to the office of Secretary, or imposed by these articles of incorporation and/or the bylaws, and shall also perform such other duties as may be assigned from time to time, by the Board of Directors. The Secretary shall hold not voting rights. Mr. Rómulo Delgado is hereby appointed as the Secretary of the Board and of GROTIUS INTERNATIONAL, INC..

**Section 9.5. POWERS AND DUTIES.** The powers and duties of the several officers shall be specified from time to time by resolution or other directive of the Board of Directors. In the absence of such specifications, each officer shall have the powers and shall discharge the duties customarily and usually held and performed by like

officers of corporations having the same or similar general purposes and objectives as this corporation.

#### **ARTICLE 10 — HOLDING OF OFFICE**

All the above mentioned as *Initial* Directors are to be considered Founders of the Organization and shall hold office for the following terms: The Chairman of the Board shall hold office for ten years, or until dissolution of the organization, whatever occurs first. The Executive Vice-President, the Operations Vice-President and all other officers shall hold office for one year, unless they shall resign, become disqualified, or be removed. Any vacancy occurring in the Board of Directors shall be filled promptly by the other members of the same. Excepting the Chairman, all Directors shall be ordinarily elected at the annual meeting of the Board, and the term of office of each Director shall be until the next annual meeting of members and the election and qualification of his or her successor.

#### **REMOVAL OF A DIRECTOR OF THE BOARD; RECONSIDERATION AND APPELLATION**

##### **ARTICLE 11**

**Section 11.1. Removal.** Any officer or agent elected or appointed, or any member of GROTIUS INTERNATIONAL, INC. accepted by the Board of Directors may be removed from any organ of the corporation by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed.

In any case, the removal of a director or agent elected or appointed, or of any member of GROTIUS INTERNATIONAL, INC. must take place when the member has either:

- a) Violated these Statutes, its Objectives, Policies, Procedures, Standing Orders, and/or the interests of GROTIUS INTERNATIONAL, INC., and/or
- b) caused considerable harm to GROTIUS INTERNATIONAL, INC., any of its members, contractors or employees, and/or
- c) provided counterfeit documents or false statements in order to become an officer, agent, or member.

**Section 11.2. Automatic Cessation.** Also, any director or agent elected or appointed, or any member of GROTIUS INTERNATIONAL, INC. shall automatically and immediately cease to be a member of the Board of Directors or of any organ of the corporation if such person either:

- a) resigns, and/or
- b) is expelled in accordance with the previous paragraph, and or
- d) becomes mentally or physically disabled according to authoritative medical statements, or
- c) passes away.

##### **ARTICLE 12**

**Section 12.1. Reconsideration.** Directors of the Board may apply for reconsideration of the Board of Director's decision of removal within 30 days of his/her removal notice. In his/her writing to the Board, the appellant shall submit an explanation of his/her reasons of disagreement with the Board's decision. If necessary, the member shall accompany his/her request with valid proof of his/her statements. The President shall answer in writing within the following 30 days.

**Section 12.2. Appellation.** If the Board of Directors does not concede his/her application for reconsideration, the removed member may not appeal the decision of removal.

#### **ARTICLE 13 — RESIGNATION**

Any member of the Board may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is given unless the notice specifies a later effective date.

#### **ARTICLE 14 — VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

When any vacancy occurs among the directors, a majority of the remaining Directors of the Board, according to the laws of the United States, may appoint a director to fill such vacancy at any regular meeting of the Board, or at a special meeting called for that purpose at which a quorum is present, or if the directors remaining in office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all the directors remaining in office.

A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

#### **ARTICLE 15 — NOMINATION OF DIRECTORS**

Any Member of such Board may make nominations for appointment to the Board of Directors only. Nominations shall be made in writing and shall be delivered or mailed to the Chairman of the Board and to the Secretary of the Organization, not less than 14 days nor more than 50 days prior to any meeting of the Board of Directors called for the election of its members, *provided however*, that if less than 21 days' notice of the meeting is given to Board of Directors, such nomination shall be mailed or delivered to the Chairman of the Board and to the Secretary of the Organization not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying Member of the Board:

- (1) The name and address of each proposed nominee.

(2) The main occupation of each proposed nominee.

(3) The name and residence address of the notifying Member of the Board.

A written description of the experience and qualifications of the proposed nominee, as well as a reasoned explanation on his/her moral character, and convenience of admitting such candidate to the Board of Directors.

#### **ARTICLE 16 — APPOINTMENT OF SUCCESSORS**

Every one of the Founders or other Directors of the Board is entitled to appoint his/her successor in the Board, with exactly the same powers and category, and with the same duties, excepting when removed pursuant to Article 11. Age of and/or time of service by other Founders of the Organization or members of the Board of Directors do not bestow them with any seniority privilege or other advantage over the right of a Member of the Board to name his/her successor.

#### **ARTICLE 17 — MEETING OF APPOINTMENT OR REJECTION**

The Chairman of the Board may in his or her discretion, disregard nominations not made in accordance herewith, and upon his or her instructions, the vote tellers may disregard all votes cast for such nominee. Acceptance of the nominee will take place only with a majority of two-thirds of the Directors of the Board.

#### **ARTICLE 18 — PROXIES**

At any meetings of Directors of the Board of Directors, a member entitled to vote may vote by proxy executed in writing by the Member or by his or her duly authorized attorney in fact. No proxy shall be valid after thirty days from the date of its execution unless otherwise provided in the proxy.

The Directors of the Board shall not vote by proxies at the meeting of appointment or rejection of a nominee, even when duly authorized in writing.

#### **ARTICLE 19 — ANNUAL MEETING**

The regular meeting of the Board of Directors to elect other members or new members of such, and transact whatever other business may properly be considered, shall be held at the main office of the Organization, 10613 Hammocks Boulevard # 2-33, city of Miami, state of Florida, or such other place as the Board of Directors may designate, at 2:00 P.M. o'clock, on the 18<sup>th</sup> day of April in each year, beginning with the year 2001. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. Notice of the meeting shall be mailed, postage prepaid, at least 10 days and no more than 60 days prior to the date thereof, addressed to each Member of the Board at his/her address appearing on the books of the Organization. If, for any cause, an election of directors is not made on that date, or in the event of a legal holiday, on the next following business day, an election may be held on any subsequent day within 60 days of the date fixed, to be designated by the Board of Directors, or, if

the directors fail to fix the date, by Directors of the Board of Directors representing in the aggregate, two thirds.

#### **ARTICLE 20 — SPECIAL MEETINGS**

At the request of two or more Directors of the Board, or of the Chairman of the Board alone, special meetings of the Board of Directors may be called for any purpose related to the management and administration, amendment of these articles of incorporation or bylaws of the corporation, at any time. Every such special meeting, unless otherwise provided by law, shall be called by mailing, postage prepaid, not less than 10 days nor more than 60 days prior to the date fixed for the meeting, to each Member of the Board at the address appearing on the books of the Organization a notice stating the purpose of the meeting.

The Board of Directors may fix a record date for determining the Directors of the Board entitled to notice and to vote at any meeting, in reasonable proximity to the date of giving notice to the other Directors of the Board of such meeting. The record date for determining the Directors of the Board entitled to demand a special meeting is the date the first Member of the Board signs a demand for the meeting describing the purpose or purposes for which it is to be held.

*Section 20.1 Notice of Adjournment of Meeting to a different Date, Time or Place.* If an annual or special Board of Directors' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment, unless any additional items of business are to be considered, or the corporation becomes aware of an intervening event materially affecting any matter to be voted on more than 10 days prior to the date to which the meeting is adjourned. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting must be given to persons who are Directors of the Board as of the new record date.

*Section 20.2 Informal Action by Directors of the Board.* Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

#### **ARTICLE 21 – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions established herein or by the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE 22 - QUORUM AND MAJORITY**

A majority representing in the aggregate two thirds of the Directors of the Board, represented in person or by proxy, shall constitute a quorum at any meeting of the

Board of Directors, unless otherwise provided by law, or by the Board of Directors but less than a quorum may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. A majority of two-thirds of the votes cast shall decide every question or matter submitted to the Board of Directors at any meeting, unless otherwise provided by law or by the bylaws, by the articles of incorporation, or by the Board of Directors.

If a quorum is present, the Board of Directors may take action through the vote of a majority of two-thirds of the directors who are in attendance. If the number of directors is reduced below the number that would constitute a quorum, no business may be transacted, except selecting directors to fill vacancies.

#### **ARTICLE 23 - COMPENSATION**

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meetings of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

#### **ARTICLE 24 - DELEGATION OF POWER**

The Board of Directors has power over and is solely responsible for the management, supervision and administration of the Organization. However, by resolution adopted by a majority of the directors in office, the Board of Directors may delegate its powers in one or more persons or committees. This delegation of powers shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.

#### **COMMITTEES**

##### **ARTICLE 25 - GENERAL**

The creation of a committee and the appointment of members to it must be approved by the Board of Directors. Each committee must have three or more members, who shall serve at the pleasure of the Board of Directors.

All committees, to the extent provided in the resolutions creating and/or regulating them, shall have and exercise the authority of the Board of Directors in the management and/or operations of the corporation. However, the Board of Directors must formally ratify written policies authorized by committees of the Board before such policies become effective.

Provisions of the articles and bylaws governing place of meetings, notice of meetings, quorum, and voting requirements of the Board of Directors, apply to committees and their members as well.

##### **ARTICLE 26 - MEMBERSHIP COMMITTEE**

The Board of Directors will appoint no fewer than 3 (three) persons, who shall constitute the membership committee. The committee members first appointed shall serve for two years. Any vacancy occurring in the committee by death, resignation, withdrawal from membership, or otherwise, shall be filled by majority vote of all the remaining members of the committee. Any person so elected shall serve for the remaining of the term of his or her predecessor.

The committee, when formed, shall organize itself, shall elect from its members a chairman and a secretary, and shall perform the functions and discharge the duties, concerning the consideration, approval, and election of new members, as are given to the committee elsewhere in these articles of incorporation, the corporation's bylaws, or by resolution of the Board of Directors.

#### **ARTICLE 27 - OTHER COMMITTEES**

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the corporation shall be served by such removal.

#### **MEMBERS**

#### **ARTICLE 28**

The classes, rights, privileges, qualifications, obligations, and manner of suspension and termination of members of this corporation are as follows:

**Section 28.1 Who Can Participate.** Participation is open to any national and international organizations or corporations and individuals (students, professionals, technicians or specialists, scholars, writers and researchers) involved or interested in any international related area like: Theory and Application of International Law, Political Science, Role of International Organizations, Sociology, Journalism, International Crime Control, Global Environment, Scientific Research, Health, Urban Planning, Agriculture, Diplomacy, International Relations, International Trade, War, Human Rights, Cultural Exchange, Disarmament and Peacekeeping, Economics, Management of International Programs, Sustainable Economic and Social Development, Population and Demography, or any other field covered by in the objectives of GROTIUS INTERNATIONAL, INC..

**Subsection 28.2.1 Ordinary Members.** Any person interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the secretary of the corporation. Such application should be accompanied by the written sponsorship of 2 members in good standing or one director, except during the formative period of the corporation

(three years from the date of its effective incorporation). During the formative period of the corporation, each application shall be considered by the Board of Directors at any regular or special meeting of the Board, and approved or disapproved.

As soon as the Membership Committee shall have been formed, as provided hereinafter, all applications for membership shall be submitted to such committee, dully considered, and approved or disapproved by a majority vote of the committee. On approval of his or her application by the Board of Directors or by the Membership Committee, and payment of the required initiation fee and dues, applicants shall become members of the corporation and shall continue being members of the corporation upon payment of the necessary fee dues, if any.

Any applicant who has been disapproved by the membership committee, or any sponsor of such applicant, shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the Board of Directors.

The amounts, methods, and time of payment of dues shall be determined, and may be changed, from time to time, by the Board of Directors only.

**Subsection 28.2.2 Ranking Members.** Limited to two people per country, they are selected from candidates who have rendered service to GROTIUS INTERNATIONAL, INC., either in the administrative, financial, literary, cultural, educational, charitable or scientific domains, whose names have been submitted to the consideration of the Board of Directors by a national branch or by a member of the Board. They are appointed for three continuous years and may be re-appointed indefinitely for periods of the same duration. Only a ranking member may perform as a director or general coordinator of a committee or department, except during the formative period of the corporation.

**Subsection 28.2.3 Honorary Members.** The Board of Directors may grant honorific membership to those associates or members who distinguish themselves in any of the fields covered by GROTIUS INTERNATIONAL, INC.. They are not limited in number by the bylaws or the articles of incorporation.

**Section 28.2 Voting Rights.** Ordinary, Ranking and Honorary Members are not entitled to vote on any matter related to the functioning, management, or juridical nature of the corporation, etc., except when dully authorized by the Board of Directors to do so as participants in certain Regional Offices, Missions or Committees.

**Section 28.3 Suspension and Termination of Membership.** By a majority vote of their members, the Board of Directors or the Membership Committee may suspend a member for cause after an appropriate hearing, and, by the affirmative vote of two thirds of those present at any regularly constituted meeting, these organs may expel or terminate the membership of any participant who becomes ineligible for membership.

**Section 28.4 Resignation.** Any participant may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment or other charges therefore accrued and unpaid.

**Section 28.5 Reinstatement.** On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two thirds of its members, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

**Section 28.6 Transfer of Membership.** Membership in this corporation is not transferable or assignable.

Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of Florida.

## ARTICLE 29

**Section 29.1 Certificates of Membership.** The Board of Directors shall provide the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the board. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

**Section 29.2 Certificates of Membership.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the secretary.

## ARTICLE 30 - DUES

**Section 30.1 Annual Dues.** The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class, and shall give appropriate notice to the members.

**Section 30.2 Payment of Dues.** Dues shall be payable in advance on the first day of April in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership.

**Section 30.3 Default and Termination of Membership.** When any member of any class is in default of dues for a period of four months from the beginning of the

period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors as provided hereinabove.

## **DISSOLUTION AND ASSETS**

### **ARTICLE 31**

***Distribution of Assets in Case of Dissolution.*** Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **FISCAL YEAR; EXECUTION OF INSTRUMENTS; RECORDING; INSPECTION; AMENDMENTS**

### **ARTICLE 32**

***Section 32.1 Fiscal Year.*** The fiscal year of the Organization shall be the calendar year.

***Section 32.2 Execution of Instruments.*** All agreements, indentures, mortgages, deeds, conveyances, transfers, certificates, declarations, receipts, discharges, releases, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, proxies and other instruments or documents may be signed, executed, acknowledged, verified, delivered or accepted on behalf of GROTIUS INTERNATIONAL, INC. by the Chairperson of the Board only. Any such instruments may also be executed, acknowledged, verified, delivered or accepted on behalf of the Organization in such other manner and by such other officers as the Board of Directors may from time to time direct. The provisions of this section are supplementary to any other provision of these articles of incorporation.

***Section 32.3 Records.*** The articles of organization, the bylaws and the proceedings of all meetings of the Board of Directors, and standing committees of the Board, shall be recorded in appropriate minute books provided for that purpose. The minutes of each meeting shall be signed by the secretary, cashier or other officer appointed to act as secretary of the meeting.

Also, the corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Regional Offices, Missions, Centers and Committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to

vote. Any member of the Board, or his or her agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

**Section 32.4 Inspection.** A copy of the articles of incorporation and the corporation's bylaws, with all amendments, shall at all times be kept in a convenient place at the main office of the Organization, and shall be open for inspection to all Directors of the Board during office hours.

**Section 32.5 Amendments.** These Articles of Incorporation as well as the Bylaws may be amended, altered or repealed, at any regular or special meeting of the Board of Directors, by a vote of a majority of two-third of the total number of the directors.

## **CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

### **ARTICLE 33**

**Section 33.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 33.1 Checks, Drafts, or Orders.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President, the Executive Vice-President or the Operations Vice-President of the Corporation.

## **NO SUBORDINATION; POWERS; DURATION.**

### **ARTICLE 34**

**Section 34.1 No subordination or subjection.** GROTIUS INTERNATIONAL, INC. is not and shall not be subordinate to or subject to the authority of any head or national association, lodge, order; beneficial association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or association not for profit.

**Section 34.2 Corporate powers and other provisions.** Corporate powers and other provisions not enumerated in these articles of incorporation will be set forth in the bylaws, pursuant to the Florida Not for Profit Corporations Act

**Section 34.3 Period of Duration.** The period of duration of this corporation is perpetual.

## **OTHER RESTRICTIONS**

## ARTICLE 35

**Section 35.2. Limitation on Political Activities.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, 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.

**Section 35.3. General Limitation on Nonprofit Activities.** Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation's contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 35.4. Limitation on Private Inurement.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 these Articles.

## ARTICLE 36 - EFFECTIVE DATE

**Effective Date.** We hereby request that February 1<sup>st</sup>, 2001 be considered the effective date of filing of these Articles of Corporation.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

In witness whereof, we have hereunto subscribed our names this 2<sup>nd</sup> day of December, 2000.

E. Delgado M.

December 20/2000  
FILED  
JAN 17 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

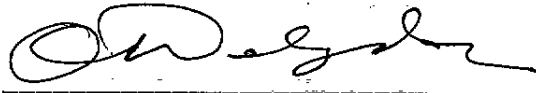
Eduardo Delgado-Márquez, Chairman of the Board      Date

Incorporator and Registered Agent -

Florida Street Address:      10613 Hammocks Blvd., # 233  
Miami, FL 33196

A handwritten signature in cursive script, appearing to read "Michael Everson", written over a horizontal line.

Michael Everson, Executive Vice-President of the Board

A handwritten signature in cursive script, appearing to read "Oscar Delgado", written over a horizontal line.

Oscar Delgado, Operations Vice-President