

NO1800000 2047

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

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-03/19/01--01153--019
*****78.75 *****78.75

RE: SOHO Chamber of Commerce, Inc.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the articles of incorporation for the above referenced entity and a check for \$78.75 for the filing fee and certificate.

Thank you,

Lorraine D. Powell
Lorraine D. Powell
2202-B Curry Ford Rd.
Orlando, FL 32806
407-895-8501

FILED
01 MAR 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FL 32301

3-23-01
REC

**ARTICLES OF INCORPORATION
OF**

SoHo Chamber of Commerce, Inc.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not-for-profit corporation under Florida Statutes Chapter 617, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I.
NAME**

The name of this corporation shall be:

SoHo Chamber of Commerce, Inc.

**ARTICLE II.
NOT FOR PROFIT**

The corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the Income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible by law.

**ARTICLE III.
COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall commence corporate existence upon the 12th day of March, 2001, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV.
PURPOSES AND GENERAL POWERS**

The Corporation is organized and shall be operated exclusively for the following purposes:

- A. To provide the opportunity for exchange of ideas and opinions, and for study and discussion, of various business and technical aspects of the small office and home-office business industry in the State of Florida; to promote the small and home-based business industry in the State of Florida; to develop and encourage high standards of service for members serving the industry and the public; and to acquire, preserve and disseminate data and information to members and to the public relating to the small and home-based industry.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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ARTICLE V. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the 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 Article IV hereof.

ARTICLE VI. MEMBERS

The Corporation shall have voting members who shall be admitted by the Voting Members and shall have all of the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

ARTICLE VII. PRINCIPAL BUSINESS OFFICE

The principal business office of this Corporation shall be located at:

2202 Curry Ford Road, Suite B
Orlando, FL 32806

ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of this corporation shall be located at:

2202 Curry Ford Road, Suite B
Orlando, FL 32806

And the initial registered agent of the Corporation at that address shall be:

Lorraine D. Powell

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the Initial Board of Directors is six (6). The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than four. The Voting Members shall elect the Directors annually. The Bylaws may provide for an ex-officio and honorary Directors and their rights and privileges. The names and street addresses of the initial Directors of this Corporation are:

Lorraine D. Powell
2729 Harriet Drive
Orlando, FL 32812

Nancy Forbes
7884 Autumn Wood Dr.
Orlando, FL 32825

Linda Rae Brice
1416 N. Ferncreek Ave.
Orlando, FL 32803

Keith Zimmer
6765 Lumberjack Ln.
Ocoee, FL 34761

Jessica Karnuth
3227 Natoma Way
Orlando, FL 32825

Fred Sergeant
1326 Trollman Ave.
Deltona, FL 32738

ARTICLE X. OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each Officer shall be elected, and may be removed by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE XI. INCORPORATOR

The name and street address of the Incorporator is:

Lorraine D. Powell
2202 Curry Ford Road, Suite B
Orlando, FL 32806

ARTICLE XII. BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE XIII. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its Directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any action taken or failed to be taken by said Directors, Officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XIV. CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or are the directors or officers of such other corporation. Any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XV.
LIMITED LIABILITY OF MEMBERS**

The private property of the members shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XVI.
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis and shall not issue any shares of stock.

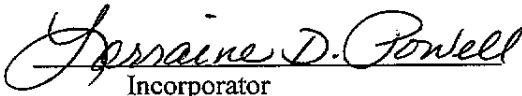
**ARTICLE XVII.
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE XVIII.
HEADINGS AND CAPTIONS**

The headings and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his / her hand and seal this ___ day of February, 2001.


Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SoHo Chamber of Commerce, Inc.

desiring to organize as a not-for-profit corporation under the laws of the State of Florida, with its registered office at:

2202 Curry Ford Road, Suite B
Orlando, FL 32806

has named and designated:

Lorraine D. Powell

as its Registered Agent to accept service of process within the State of Florida.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28th day of February, 2001.

Lorraine D. Powell
Registered Agent