

NO10000003736

TRANSMITTAL LETTER

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

SUBJECT: OWIT-BROWARD, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ADALINDA GONZALEZ 600004215566-7
Name (Printed or typed) -05/14/01-01117-020

10074 N.W. 6TH STREET
Address

PEMBROKE PINES, FL 33024
City, State & Zip

954-441-7894
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

626
201-11484

FILED
MAY 30 PM 4:04
TALLAHASSEE, FLORIDA

5/30/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

2001 MAY 30 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 21, 2001

ADALINDA GONZALEZ
10074 NW 6TH STREET
PEMBROKE PINES, FL 33024

SUBJECT: OWIT-BROWARD, INC.
Ref. Number: W01000011484

We have received your document for OWIT-BROWARD, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 501A00031019

ARTICLES OF INCORPORATION
In Compliance with Florida Statute Chapter 617, F.S., (Not for Profit)

2001 MAY 30 PM 4:04

CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of the Corporation is:

OWIT-Broward, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be:

10074 NW 6th Street
Pembroke Pines, FL 33024

ARTICLE III

Purpose

The purpose and objectives for which **OWIT-Broward, Inc.**, is organized and operated are:

To engage exclusively in such business and educational non-profit activities as may qualify it for exemption from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954 of the United States of America (hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to, the following:

1. To enhance the status and interests of women in the field of international trade through the establishment of a network of contacts;
2. To provide a forum and clearinghouse for members to exchange views, ideas and information to keep them informed of trends and developments in the field of international trade;
3. To establish educational programs and activities in order to encourage employment worldwide of women in international trade;
4. To promote professional growth, education, leadership, common cause and social activities among women employed worldwide in any way in the field of international trade, both in the private and public sector; and
5. To engage in such other programs and activities not inconsistent with Section 501 (c)(6) of the Code and the regulations thereunder or with these stated purposes.

In furtherance of the above and other related purposes, OWIT-Broward, Inc., shall have the right to exercise all power and authority granted to it under Florida Statute Chapter 617, (Not for Profit), or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE IV

Manner of Election or Appointment-Directors

The manner in which the directors are elected or appointed is as follows:

1. **Classes.** There shall be two classes of Directors, regular and advisory. Unless specifically stated otherwise, all references in these Bylaws to "Directors" or to the "Board of Directors" pertain to the regular Directors only.
2. **Powers.** Supervision and guidance of the affairs of OWIT-Broward, Inc., shall be vested in the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to OWIT-Broward, Inc., under Florida Statute Chapter 617, (Not for Profit), The Articles of Incorporation, and the Bylaws.
3. **Number.** The initial Directors shall be the three-(3) persons named in the Articles of Incorporation, serving for terms expiring at the first organizational meeting of the members. Thereafter, the number of Directors shall be determined by the Board of Directors. No reduction in the number of Directors shall reduce the number of members of the Board of Directors to less than three (3), nor have the effect of shortening the term of any Directors in office at the time such amendment becomes effective.
4. **Election.** The Board shall be comprised of one representative, as selected by the organization. With the exception of the Past-President who serves ex-officio as a Director and may be from any member organization, no more than one (1) individual from any one member organization may be on the Board of Directors. The method of election is as stated in bylaws ARTICLE XII (9).
5. **Qualification.** Members of the Board of Directors need not be residents of the State of Florida and except for the President do not need to be an officer of the Association or Chairperson of a standing committee of the Association.
6. **Tenure.** Each Director shall serve a one-year term, or until a successor shall have been duly elected and qualified. There is no limit on the number of terms that a Director may serve. The term of office of any individual Director shall terminate upon the effective date of his or her resignation submitted in writing to the Chairperson of the Board, upon his or her death, or upon a vote of two-thirds of the entire Board of Directors to remove him or her from office.
7. **Resignation.** Any Director may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
8. **Vacancies.** A vacancy in the Board of Directors existing between annual meetings of the members may be filled by the organization represented by that Director. A Director so elected shall serve for the remainder of the unexpired term.
9. **Advisory Directors.** The Board of Directors may, in its discretion, appoint Advisory Directors. Advisory Directors shall not vote as Directors, but may attend and otherwise participate in all meetings of the Board of Directors. Membership in a member organization is not a prerequisite to appointment as an Advisory Director. The term of office of an Advisory Director shall be determined by the Board of Directors.
10. **Chairperson.** There shall be a Chairperson of the Board of Directors and, in the discretion of the Board of Directors, this responsibility will rotate.
11. **Duties and Authority of the Chairperson of the Board.** The Chairperson of the Board shall preside at the meeting of the Board of Directors.

12. Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special, either within or without the State of Florida.
13. Annual Meeting. An annual meeting of the Board of Directors shall be held, within or without the State of Florida and thirty (30) days notice of such meeting to the Directors shall be sufficient in order to legally constitute the meeting, provided a quorum is present.
14. Regular Meetings. Additional regular meetings of the Board of Directors may be held, at such times and places as may be determined by the Board of Directors, and no notice to the Directors of any such meeting shall be necessary in order to legally constitute the meeting, provided a quorum shall be present.
15. Special Meetings. Special meetings of the Board of Directors may be called on ten (10) days' notice to each Director, by the President or a Vice-President, or upon the written request of one-third of the members of the Board of Directors.
16. Waiver of Notice. A Director may waive notice of the time and place of any special meeting. Attendance at a special meeting shall constitute a waiver of notice, except where the Director attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened. A written statement filed with the Board of Directors by any Director either before or after a meeting is held, which statement recites knowledge of the date, time and place of such meeting, and specifically waives notice thereof, shall be considered effective to dispense with the requirement of prior written notice to such Director.
17. Quorum; Adjournment. At all meetings of the Board of Directors, the actual presence of one-third of the Directors then in office shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be specifically provided by law or by the Articles of Incorporation. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting until a quorum is present.
18. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of the Bylaws) or of any committee may be taken without a meeting if written consents setting forth the action so taken are signed by all of the members of the Board of Directors or of such committee, as the case may be. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors or of the committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be filed with the office of the Secretary. A certificate of the Chairperson or Vice- Chairperson of the Board of Directors (or, in the case of a committee, the Chairperson thereof) or the Secretary as to the receipt of such consents, the action thereby taken, and the effective date of such action shall be filed with the minutes of the proceedings of the Board of Directors or of the committee. An action so taken shall be deemed to have been taken at a meeting held on the effective date so certified.
19. Meetings by Telephone. The members of the Board of Directors or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence or attendance in person at such meeting.
20. Reimbursement. Members of the Board of Directors shall receive no compensation for their services but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of OWIT-Broward, Inc.

ARTICLE V

Initial Directors/Officers

The name and addresses are:

Director 1:
Adalinda Gonzalez
10074 NW 6th Street
Pembroke Pines, Fl. 33024

Director 2:
Carole Patella
200 East Las Olas Blvd.
Fort Lauderdale, Fl. 33301

Director 3:
Albert T. Figuli
100 NE Third Avenue – Suite 200
Fort Lauderdale, Fl 33301

Director 4:
Marianne Winfield
5280 NW 2nd Avenue Apt. 511
Boca Raton, Fl. 33427

ARTICLE VI

Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is:

Adalinda Gonzalez
10074 NW 6th Street
Pembroke Pines, Florida 33024

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

Adalinda Gonzalez
10074 NW 6th Street
Pembroke Pines, Florida 33024

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity as per Florida Statute 617.0501.

Adalinda Gonzalez
Signature/Registered Agent: Adalinda Gonzalez

5/11/01
Date

Adalinda Gonzalez
Signature/Incorporator: Adalinda Gonzalez

5/11/01
Date

ARTICLE VIII

Prohibited Activities

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons, except that the Association shall have the authority to pay reasonable compensation for services actually rendered to or for the Association. Except to the extent permitted by section 501(c)(6) and (h) of the Code, no substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, or any provision of Florida Statute Chapter 617, (Not for Profit), governing or pertaining to the OWIT-Broward, Inc. OWIT-Broward Inc., shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in section 501(c)(6) of the Code (or the corresponding provision of any future Federal income tax law) and exempt from taxation under section 501(a) of the Code (or the corresponding provision of any future Federal income tax law).

ARTICLE IX

Membership

1. **Qualifications.** The membership of the Association shall consist of organizations, associations or other similar groups of individuals who are genuinely interested in the Association's purposes, and activities and who meet any requirements for membership imposed by the Board of Directors, including the payment of dues and active continual participation in the activities of the Association.
2. **Classes of Members.** There shall be one initial class of members, as follows:
3. **Active Members.** Active Members shall be those member organizations comprised of individuals professionally employed and/or involved in the field of international trade and who subscribe to the objectives of the Association.
4. **Classifications.** The Board of Directors may, from time to time, change existing classifications of memberships and/or establish such new classifications of membership as it may determine to be in the best interests of the Association.
5. **Voting Members.** The rules and regulations established by the Board of Directors pertaining to membership classifications shall designate those members who shall be voting members. Unless and until such rules and regulations otherwise provide, the members entitled to vote shall be only those members in good standing whose dues have been paid in full to the Association. Each voting member shall be entitled to one vote on any matter requiring such member's consideration.
6. **Applications, Approvals, Suspension, Resignation and Expulsion.**

[a] Application for membership in the Association must be addressed, in writing, to the Association. The articles of incorporation and the by-laws of each applicant organization. or the equivalent with respect to a foreign applicant shall be submitted with each application for membership.

[b] Applications shall be submitted to such office for approval and classification pursuant to these Bylaws by a member in good standing of the Association, with final approval by the Board of Directors. No applicant shall

be accepted for membership whose activities and/or bylaws would potentially place the Association's non-profit status in jeopardy.

[c] A member may resign by filing a written resignation to the President of the Association. No portion of any dues paid shall be refunded to the resigned member.

[d] The Board of Directors may suspend or expel members for cause. A suspended or expelled member may request a hearing with respect to such action by the Board of Directors of the Association.

ARTICLE X

Membership in Good Standing/Dues

1. Establishment of Dues. The Board of Directors shall establish the annual dues to be paid by the members of the Association.
2. Payment of Dues. Dues shall be payable within one hundred twenty (120) days of the beginning of each fiscal year.
3. Nonpayment of Dues. Any member whose dues are more than 120 days in arrears shall, after due notification by the Association, cease to be a voting member of the Association, with subsequent action, such as expulsion from the Association, to be taken by the Board of Directors. All members shall be required to regularly participate in the activities of the Association, including, but not limited to, participation in meetings of the Board of Directors and participation in Association Committees
4. Participation. In order to remain in good standing, all members must participate in at least one Board meeting and one Association committee per year. In addition, the member hosting the yearly International Conference must participate in all meetings of the Board of Directors. Any member who fails to maintain good standing for three (3) consecutive years shall be considered to be in inactive status. In order to be re-instated to good standing, such member must demonstrate compliance with minimum member requirements to the satisfaction of the Board of Directors.

ARTICLE XI

Meetings

1. Annual Business Meeting. An Annual Business Meeting of the members of this Association shall be held at a time and place designated by the Board of Directors. The Association shall hold a regular annual meeting to coincide with the annual meeting of the Board of Directors, at a time and place set by the Board of Directors. In addition, special meetings may be called by the Board of Directors. Notice of any such meeting of the members shall be given not less than sixty (60) days before the date of the meeting and shall otherwise conform to the applicable requirements of the Florida Statute Chapter 617, (Not for Profit).
2. Quorum. A quorum shall be constituted when the total of the members entitled to vote actually present at a meeting and the members represented by proxy is at least ten (10) percent of the members.
3. Vote. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. Although each member organization is entitled to only one (1) vote, the Association shall encourage as many individuals as possible from each member organization to attend the annual and other member meetings.

4. Proxies. A member may vote in person or by proxy executed in writing. No proxy shall be valid for a period greater than eleven (11) months, unless the proxy specifies otherwise.

ARTICLE XII

Officers

1. Designation. The officers of the Association shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and all standing committee chairpersons. All officers shall be elected annually by the Board of Directors of the Association. Their terms of office shall be for one fiscal year.
2. Eligibility. Only individuals belonging to voting members and selected as the official representative of their local organization shall be eligible to serve as elected officers of the Association.
3. Compensation. All officers shall serve without compensation.
4. Duties and Authority of the President. The President shall preside at the Annual Meeting of the Association, and shall have direct control of the office of the Association and all of its activities and shall sign all legal documents and other instruments in the name of the Association. He/she shall assist the elected officers, upon their request, with such counsel, data, association material, etc. as will aid them in the performance of their functions as officers. He/she shall also be responsible for liaison with government agencies, trade organizations and members. He/she shall attend all meetings of the Board of Directors. He/she shall report on his/her activities at each meeting of the Board of Directors, and shall submit a report on the preceding year at each Annual Meeting. He/she shall have such other authority and duties as are usual and necessary to the proper performance of his/her office as President. The President shall be a member of the Board of Directors and an ex-officio member of all Committees.
5. Duties and Authority of the Vice-Presidents. In the absence of the President, the Vice-President(s) shall preside over the Association and have the same authority as the President. The Vice-President(s) shall assist the President in performance of his/her duties, and shall have responsibility for specific assignments delegated to him/her by the President.
6. Duties and Authority of The Secretary. The Secretary shall attend all meetings of the Association, the Board of Directors and officers, keep or direct to be kept, a true and correct record of the proceedings of such meetings; and have charge and custody of all books, records, and documents pertaining to his office. The Secretary shall keep a list of current members of the Association.
7. Duties and Authority of the Treasurer. The Treasurer shall be responsible for the receipt and disbursement of all funds of the Association and shall deposit such funds in such banking institutions as may be approved by the Board of Directors. He/she shall do and perform such other duties as may be lawfully required of him/her or as may ordinarily and usually pertain to the office of Treasurer and shall perform such other duties as may be assigned to him/her. He/she shall supervise the preparation of the budget.
8. Nomination of Officers. The Nominating Committee shall present a slate listing the names and qualifications of at least one candidate for each office and committee chairperson to be filled. The slate shall be prepared and distributed at least thirty (30) days before the election. All nominations including nominations by members must have the prior consent of the nominee.
9. Election of Officers. Officers shall be elected by a majority of votes cast. If any candidate does not

receive a simple majority, a run-off election shall be held between the two candidates receiving the highest number of votes.

ARTICLE XIII

Committees

1. Constitution and Powers. The members of the Association Board of Directors shall vote at each annual meeting of members for a chairperson of each standing committee of the Association. The members of each committee may be appointed by the respective committee chairpersons or pursuant to any other rules adopted by the Board of Directors or the Association. The Association shall have seven standing committees: Membership Committee, Directory Committee, International Conference Committee, Newsletter Committee, Public Relations Committee, International Chapter Development Committee and Nominating Committee. The Association may form such other committees as are necessary for the management of the affairs of the Association.
2. Term of Office. Each member of a committee shall continue as such until his/her successor is appointed or elected unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
3. Quorum. A quorum of any committee shall consist of a majority of non-ex officio members of such committee. The attendance of such committee, including ex-officio members, shall be counted for the purposes of determining whether a quorum is available.
4. Action by Committees. Any action required by law to be taken at a meeting of any committee or any action which may be taken at a meeting of the committee must be approved by a simple majority of those voting, provided, however, that if less than an absolute majority of the committee has voted in favor of a particular action, then any two or more members of the committee, by certifying that the action is of significant import, may require the affirmative vote of an absolute majority of the members of the committee then in office in order to approve the action.
5. Nominating Committee. The Nominating Committee shall present a slate of officers to the Board of Directors for election and shall nominate persons to fill vacancies as they arise.
6. Membership Committee. The Membership Committee shall assist in expanding the Association membership to include qualified organizations from all sectors of the international trade community by developing a list of potential members to receive Association information and directly contacting such potential members.
7. Directory Committee. The Directory Committee shall maintain a list of Association members. The Membership Committee shall be responsible for preparing an annual directory of member organizations which shall identify all individuals belonging to member organizations. Such directory may be in hardcover, on the Internet, or both.
8. Newsletter Committee. The Newsletter Committee shall be responsible for preparing periodic mailings of interest to the membership.
9. International Conference Committee. The International Conference Committee shall be responsible for organizing and promoting the Annual Conference of the Association. The Committee will be chaired by the Board member representing the group which hosts that year's event.
10. Public Relations Committee. The Public Relations Committee is the spokesperson for the Association with all media.
11. International Chapter Development Committee. The International Chapter Development Committee is

responsible for developing and maintaining the Association's relationship with international member groups, potential members and other international organizations.

ARTICLE IX

Power of Board to Borrow Money and Receive Gifts and Contributions

The Board of Directors shall have full power and authority to borrow money and receive gifts and contributions whenever in the discretion of the Board the exercise of said power is required in the general interests of the Association. The Board of Directors may authorize the appropriate officers of the Association to make, execute, and deliver in the name and on behalf of the Association such notes, bonds and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of the Association or any part thereof, as security for such indebtedness, and no other action of the Association shall be requested as to the validity of such note, bond, evidence of indebtedness, or mortgage.

ARTICLE X

Notices

1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Director or member, such notice may be given in writing, by mail or e-mail, addressed to such Director or member at his or her post office or e-mail address as it appears on the records of the Association. Such notice shall be deemed to be given at the time it is deposited in the United States mail or electronically sent. Notice may also be given personally, by telephone, tele-facsimile or telegram.

2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or the Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the members in person, or is represented at such meeting by proxy, without protesting at the commencement of the meeting the lack of notice thereof to him or her, or any Director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XII

Indemnification and Insurance

1. OWIT-Broward, Inc. shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate was a Director, officer, advisor, employee, or agent of OWIT-Broward, Inc. Such indemnification shall not be exclusive of any other rights to which such officer or member may be entitled under any Bylaw, agreement, vote of the Board of Directors or otherwise.

2. OWIT-Broward, Inc., May purchase and maintain insurance on behalf of itself or any person who is or was a Director, officer, advisor, employee, or agent of the Association against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such. Judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XIII

Accounting Period

The annual accounting period of the Association shall be the Association's fiscal year, which is from January through December.

ARTICLE XIV

Amendments

The Bylaws may be amended by the Board of Directors (a) by the vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present or (b) by unanimous consent in writing without a meeting.

ARTICLE XV

Dissolution

The Board of Directors, upon the approval of two-thirds of its members, may dissolve the Association. A committee shall thereupon be elected by the Board of Directors to liquidate the assets of the Association in conformity with the Articles of Incorporation of this Association and under such plan as the Board of Directors shall approve.

ARTICLE XIV

Books and Records

There shall be kept at the office of the Treasurer correct books of account of all the business and transactions of the Association.

ARTICLE XVII

Effective Date

ACKNOWLEDGEMENT:

IN WITNESS WHEREOF, The undersigned subscriber has executed These Articles of Incorporation this 11th day of May 2001.

Adalinda Gonzalez
Adalinda Gonzalez



David F Baker
My Commission CCB03647
Expires January 21, 2003