

Division of Corporations

Page 1 of 2

N0100000488

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000201814 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : ADORNO & YOSS, PA
Account Number : 072100000120
Phone : (305) 860-7098
Fax Number : (305) 858-4777RECEIVED
02 SEP 24 AM 7:40
DIVISION OF CORPORATIONSFILED
02 SEP 24 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

LAW FIRM OF THE AMERICAS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

AmRest
9-24
7

09/23/02 MON 17:30 FAX 305 8584777

ADORNO - ZEDER

002

Department of State 9/23/2002 3:49 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 23, 2002

LAW FIRM OF THE AMERICAS, INC.
ATTN: FRANCISCO J. GONZALEZ
2601 SOUTH BAYSHORE DRIVE #1600
MIAMI, FL 33133

SUBJECT: LAW FIRM OF THE AMERICAS, INC.
REF: N01000004881

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: B02000201814
Letter Number: 102A00053995

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

09/23/02 MON 15:45 [TX/RX NO 9150]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAW FIRM OF THE AMERICAS, INC.**

FILED
02 SEP 24 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is Law Firm of the Americas, Inc., a Florida corporation (the "Corporation"), whose principal office address is Suite 1600, 2601 South Bayshore Drive, Miami, Florida 33133.

2. The Articles of Incorporation of Law Firm of the Americas, Inc., filed July 11, 2001, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE 1. - NAME

The name of this Corporation is the: Law Firm of the Americas, Inc.

ARTICLE 2. - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

Article 3. - DURATION

The Corporation shall have perpetual existence.

Article 4. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

Suite 1600
2601 South Bayshore Drive
Miami, Florida 33133
Attention: Francisco J. Gonzalez

ARTICLE 5. - PURPOSES AND POWERS

A. This Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically: (i) The Corporation is an alliance of law firms similar to a chamber of commerce created for law firms and shall promote the Members' common business interests in improving the practice of law, the exchange of information and increasing professionalism throughout the geographical regions where its Members are located; and, (ii) The Corporation may conduct any activity or provide any service consistent with a business league defined in Code section 501(c)(6) and the regulations thereunder, including but not limited to providing (i) a forum in which the Members can share amongst themselves and the general public information and knowledge relating to the practice of law in each Member's country and/or specialty; (ii) a "clearinghouse" whereby Members and the general public may obtain information regarding legal issues in the various Members' countries, with each Member serving as the resource

for an initial contact regarding such information; and (iii) opportunities and seminars and meetings for the Members to present to the general public information and knowledge relating to the practice of law in each Member's country and/or specialty.

B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0835, Florida Statutes, or Sections 509 and 4941, et seq., of the Code.

C. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, Director, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

ARTICLE 6. - MEMBERSHIP

The Corporation shall have Members, but Membership is limited to persons, entities or organizations engaged primarily in the practice of law. The Board of Directors shall determine by a majority vote the requirements and qualifications for Membership. Payments of fees by Members shall be determined by the majority vote of the Board of Directors. Admission to Membership in the Corporation shall be as set forth in the Bylaws. The authorized number, the different classes of Membership, obligations, rights and privileges of Members and the termination of Membership shall be as set forth in the Bylaws.

ARTICLE 7. - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of members who shall be elected as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

The name and addresses of the members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Henry N. Adorno	2601 South Bayshore Drive Suite 2601 Miami, Florida 33133
Francisco J. Gonzalez	2601 South Bayshore Drive Suite 1600 Miami, Florida 33133
Gregory St. John	2601 South Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE 8. - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's Members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(6) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, Director or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(6). Any such assets not so disposed shall be disposed of by the Circuit Court 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.

ARTICLE 9. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33139 and the initial registered agent of this Corporation at such office shall be Francisco J. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE 10. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Francisco J. Gonzalez

Address

Suite 1600
2601 South Bayshore Drive
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of September, 2002.



Francisco J. Gonzalez, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF****REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Law Firm of the Americas, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

Date: September 23, 2002



Francisco J. Gonzalez, Resident Agent

3. The Company's Bylaws require the affirmative vote of three-fourths of the Members to amend the Company's Articles of Incorporation. The foregoing Amended and Restated Articles of Incorporation were adopted by the unanimous consent of the Members of the Company, on January 20, 2002, at the Company's annual meeting of Members.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 23 day of September, 2002.

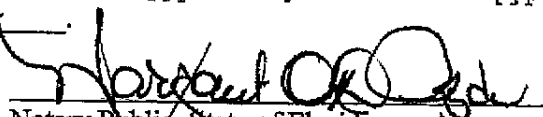
Law Firm of the Americas, Inc.



Francisco J. Gonzalez, Executive Director

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 23 day of September, 2002 by Francisco J. Gonzalez, the Executive Director, of Law Firm of the Americas, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. He is ☒ personally known to me or ☐ produced identification: _____


Notary Public, State of Florida

(Print Name)

Margaret O.D. Ryder



Margaret O'D. Ryder
MY COMMISSION # CC945205 EXPIRES
September 15, 2004
BONDED THRU TROY FARM INSURANCE, INC.