

TRANSMITTAL LETTER
N01000005091

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

SUBJECT: MEXIM- USA Marketing & Professional Selling Institutes
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Inc.

400004455414--1
-07/02/01--01023--017
*****87.50 *****87.50

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: Lloyd Pilgrim-Spooner
Name (Printed or typed)

8881 SW 142 Avenue #735
Address

Miami, Florida 33186
City, State & Zip

305-386-3396
Daytime Telephone number

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

509-6266
wa1-15613

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2001 JUL 18 AM 9:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

509-6266
wa1-15613
7/19/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 9, 2001

LLOYD PILGRIM-SPOONER
8881 SW 142 AVENUE #735
MIAMI, FL 33186

SUBJECT: MEXIM-USA MARKETING & PROFESSIONAL SELLING
INSTITUTE, INC.
Ref. Number: W01000015613

We have received your document for MEXIM-USA MARKETING & PROFESSIONAL SELLING INSTITUTE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 901A00040370

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ARTICLES OF INCORPORATION FOR

MEXIM-USA Marketing & Professional Selling Institute, Inc.

2001 JUL 18 AM 9:47

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation in compliance with Chapter 617, F.S., Not for Profit Corporation Law, do hereby certify:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1
Identification

Section 1.01. Name. The name of the Corporation is "MEXIM-USA Marketing & Professional Selling Institute, Inc.". Principal address: 8881 SW 142ND AVENUE #735
Miami, Florida 33186

ARTICLE 2
Purpose and Powers

Section 2.01. Purpose. The purpose for which the Corporation is formed is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of Florida.

This corporation is organized exclusively for scientific and educational purposes. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Specifically, this corporation is formed as a consequence of the NORTH AMERICAN FREE TRADE AGREEMENT (NAFTA), ENTERPRISE FOR THE AMERICAS INITIATIVE (EAI), CARIBBEAN BASIN INITIATIVE (CBI) of 1984, as amended, the ANDEAN TRADE PREFERENCE ACT (ATPA) of 1990, the GENERAL AGREEMENT OF TARIFFS & TRADE (GATT) and other U.S. trade and tax incentives. NAFTA, however, has begun the integration of North American economies with the removal of barriers to trade, investment and growth. NAFTA builds on the U.S.-Canada Free Trade Agreement (CFTA) implemented on January 1, 1989. Beginning with NAFTA, the U.S. is spearheading the creation of a hemispheric "free trade area" linking North America, Central America, South America and the Caribbean Island nations. Using NAFTA and the Enterprise for the Americas Initiative, the U.S. will create the largest and richest market in the world with enormous export and import potential and opportunities. MEXIM's mission is to support and encourage the entry of small, minority, and women-owned businesses, entrepreneurs and individuals from the United States to take advantage of these opportunities and expand their domestic selling efforts to the "free trade area" that is projected to unfold by 2005. MEXIM will accomplish this endeavor through the establishment of various chapters from time to time that will function to coordinate and increase the ability of small, minority and women-owned businesses and individuals to obtain new sales outlets for their products and services by linking business opportunities created by the NAFTA, EAI, CBI, ATPA, and the World Trade Organization (WTO) with new export, import, and investment opportunities unfolding in the world market by forging new opportunities through facilitating joint ventures and strategic partnerships between small and minority firms and the business sector. Services and activities to promote U.S. exports and increase international exposure for U.S. firms and individuals will be carried out through a program of Advisory Boards as follows:

Small and Minority Business Start-Ups

The MEXIM-USA Marketing & Professional Selling Institute, Inc. will assist small and minority companies first entering the export market by organizing them for overseas sales, setting up an export infrastructure and training managers and workers in topics related to international trade. The Chapters shall provide one-stop access for all activities and assistance including advice on writing business plans, trade leads from overseas, identifying markets abroad, counseling and business information, subsidizing

participation in trade missions and foreign trade fairs, organizing trade missions and overseas delegations for joint venture meetings, and locating strategic partners.

International Procurement, Projects and Tenders

Activities in this area cover the following topics: tenders funded by the World Bank, IDB, CDB, and UN, and international projects funded by banks, government bodies and private companies overseas.

Economic and Financial Consulting

MEXIM-USA Marketing & Professional Selling Institute, Inc. will provide advice and information on the following subjects will be provided for the United States and Targeted Countries: general trade agreements; export and import laws, registrations and documentation; incentives and tax breaks for exporters and importers; methods of payment in international trade transactions; foreign trade insurance and currency risks and opportunities; export potential in specific countries for members's products and services; economic surveys of markets abroad; analysis of U.S. export trends with targeted countries.

Consulting on Transportation Issues and Procedures

Offer guidance and information enabling small and minority exporters to send their goods in the cheapest, most efficient and appropriate manner to foreign destinations.

Professional Training

The MEXIM-USA Marketing & Professional Selling Institute, Inc. shall facilitate trade ties, joint ventures and strategic alliances between overseas businesses and Florida small and minority companies. It provides comprehensive, professional trade information, advice, contacts and promotional activities, and complementary services to minority businesspeople, commercial and trade groups, and trade delegations from abroad. The MEXIM-USA Marketing & Professional Selling Institute, Inc. shall help to identify and match potential partners by participating in trade missions, international exhibitions and other activities as well. The MEXIM-USA Marketing & Professional Selling Institute, Inc. shall have its own internet website which contains information about U.S. companies and the various sectors of the export industry.

Produce an Exporters & Importers Directory and Resource Handbook

When businesses and entrepreneurs initially investigate exporting opportunities, one of the most important tasks they encounter is researching and finding appropriate information. There are numerous sources of information to assist them in coordinating their initial and ongoing export and import activities. This Directory and Resource Handbook is designed to provide information and is not meant to be exhaustive but rather a starting point for businesses to develop their own network of resources and contacts. Many basic questions should be asked by exporters in the initial step of developing an export marketing strategy. These should address subjects such as what type of products to export, what markets are most attractive, what types of financing are required, and which modes of market entry are the most feasible. These and other questions will require research to develop an export plan.

When deciding which international markets to enter, a business manager should have a comprehensive understanding of the individual country's culture, political climate, transportation infrastructure and market characteristics. Many factors which influence companies in selecting target markets which require research on key characteristics of individual markets.

Section 2.02. Powers. The MEXIM-USA Marketing & Professional Selling Institute, Inc. shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

Section 2.03. Purpose. MEXIM-USA Marketing & Professional Selling Institute, Inc. is organized exclusively for charitable purposes and for the promotion of community welfare. The charitable purposes of the organization includes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3

Registered Office and Registered Agent

Section 3.01. Registered Office and Agent. The name of the registered agent and the street address of the registered office of the Corporation are as follows:

Agent: Judy Ann Miller
Address: 8881 SW 142nd Avenue, #735
Miami, Florida 33186

ARTICLE 4

Directors

Section 4.01. Number and Qualification. The number of directors of MEXIM-USA Marketing & Professional Selling Institute, Inc. shall be specified, from time to time, by the Code of Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws. The initial Board of Directors, their names and street address shall be three (3), as follows:

Lloyd Pilgrim-Spooner	8881 SW 142 nd Avenue, Miami, Florida 33186	President
Judy Ann Miller	8881 SW 142 nd Avenue, Miami, Florida 33186	Secretary
Cathy Ann Joseph	P.O. Box 833421, Miami, Florida 33283	Director

Section 4.02. Election and Appointment of Directors. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided for in the bylaws.

ARTICLE 5

Incorporator

Section 5.01. Name and Address. The name and address of the Incorporator of the Corporation is as follows:

Incorporator: Lloyd Pilgrim-Spooner
Address: 8881 SW 142nd Avenue, #735
Miami, Florida 33186

ARTICLE 6

Code of Bylaws; Indemnification; Amendments of Articles

Section 6.01. Code of Bylaws. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation, subject to the restriction that a majority vote of the Directors is necessary to take these actions.

Section 6.02. Indemnification. The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable expenses incurred by the director or officer in connection with the proceeding.

ARTICLE 7 Limitations on Activities

Section 7.01. Limitations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article Two hereof. The 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 8 Dissolution

Section 8.01. Dissolution. In the event of dissolution, either voluntary or involuntary, assets shall be used to pay debts and liabilities of the Corporation. Any remaining assets 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. 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.

ARTICLE 9 Non-Stock

Article 9.01. Non-Stock Basis. This corporation shall be organized upon a nonstock basis.

ARTICLE 10 Existence

Article 10.01. This corporation is to have perpetual existence.

Having been named as registered agent to accept service of persons 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.

Signature/Registered Agent

Signature/Incorporator

Date

Date

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SECRETARY OF STATE
ALLAHASSEE FLORIDA