

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

COUNCIL OF COMMERCE, INC.

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ARTICLES OF INCORPORATION
OF
COUNCIL OF COMMERCE, INC.

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The undersigned, acting as Incorporators of a corporation under the Florida Not For Profit Corporation Act, hereby deliver the following Articles of Incorporation for such corporation for filing:

ARTICLE I

NAME

The name of the corporation is Council of Commerce, Inc. (the "Council"). The street address of the initial principal office of the Council is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

ARTICLE II

PURPOSE

Section 1. Purpose. The Council is organized under the Florida Not For Profit Corporation Act ("Act") to advance the civic, commercial and industrial tourist interests of South Florida, and Broward County, Florida, in particular. The Council and its activities shall be non-partisan, non-sectional and non-sectarian and shall not, by resolution or otherwise, be committed to the support or endorsement of any candidate for public office.

Section 2. Limitations. The Council will observe laws at the local, state, and national level which apply to corporations not for profit.

ARTICLE III

POWERS

Section 1. Powers. The Council shall possess and exercise all the powers and privileges granted under Chapters 607 and 617 of the Florida Statutes, as they now exist or as they may hereafter be amended, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities and purposes of the Council, limited only by the restrictions affecting corporations not-for-profit, in general, and those set forth in these Articles of Incorporation.

PREPARED BY: Henry H. Fox Esq.
Berger Singerman
350 E. Las Olas Blvd.
Suite 1000
Ft. Lauderdale, FL 33301
954-525-9900. -

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Section 2. Limitations. Notwithstanding any other provision of these Articles of Incorporation, the Council shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Code Section 170(c)(2) and the Treasury regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Section 3. Dissolution. Upon the dissolution of the Council or the winding up of its affairs, the assets of the Council shall be distributed exclusively, after paying or making provision for the payment of all liabilities of the Council, to an exempt organization formed and operated for charitable, religious, scientific, literary or educational purposes which would then qualify under the provisions of Code Section 170(c)(2) and the Treasury regulations promulgated thereunder as they now exist or as they may be hereafter amended.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Authority. Management of the affairs of the Council shall be vested in the Board of Directors as more particularly described in the Bylaws of the Council.

Section 2. Board of Directors. The method of election of the Directors shall be as stated in the Bylaws of the Council.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Initial Office. The initial registered office of the Council is at 350 East Las Olas, Suite 1000, Fort Lauderdale, Florida 33301.

Section 2. Change in Initial Office. The exact location of the registered office of the Council may be changed by the Board of Directors from time to time; however, it shall be situated at a strategic location within South Florida.

Section 3. Initial Registered Agent. The name of the initial Registered Agent at such address is Henry H. Fox.

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ARTICLE VI

INITIAL INCORPORATORS

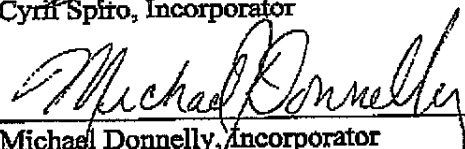
The name and address of the initial Incorporators are set forth below:

<u>Name</u>	<u>Address</u>
Henry H. Fox	Suite 1000, 350 East Las Olas Boulevard Ft. Lauderdale, Florida 33301
Cyril Spiro	2205 South University Drive Davie, Florida 33329
Michael Donnelly	Suite 304, 1000 West McNab Road Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned Incorporators of Council of Commerce, Inc. have executed these Articles of Incorporation on this 24th day of July, 2001.


Henry H. Fox, Incorporator


Cyril Spiro, Incorporator


Michael Donnelly, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts appointment as the initial Registered Agent of the Council of Commerce, Inc. as of this 24 day of July 2001.


Henry H. Fox

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