

LAW OFFICES

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Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re.: German Business Council of Broward and Palm Beaches, Inc.**

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, along with an additional copy of said Articles, for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a certified copy as well as a filing receipt. Please note that I have enclosed check #868914616 in the sum of \$87.50. However, the correct amount should be \$78.75, I would therefore like to request that we be refunded the difference of \$8.75.

Please contact the undersigned if you have any questions.

Sincerely yours,

Maximilian J. Schenk  
For the Firm

MJS/as  
Enclosure

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STATE TARY OF STATE  
DIVISION OF CORPORATIONS

SMITH JUL 15 2002

**ARTICLES OF INCORPORATION**  
**OF**  
**GERMAN BUSINESS COUNCIL OF BROWARD AND PALM BEACHES, INC.**  
**(A Not for Profit Corporation)**

02 JUL 15 PM 3:25  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The undersigned incorporator hereby submits these Articles of Incorporation, pursuant to Chapter 617.0202, Florida Statutes.

1. NAME. The name of this corporation shall be **German Business Council of Broward and Palm Beaches, Inc.**
2. PRINCIPAL OFFICE. The principal office and mailing address of the corporation is c/o George Schwarzenbach, 1633 N. 14th Terrace, Hollywood, FL 33020.
3. PURPOSES.
  - (a) The purposes for which this corporation is organized are the following:
    - (i) To facilitate the cooperation of various businesspersons and associations in Broward and Palm Beach County, Florida, dedicated to the promotion of German American businesses, trade, social and cultural affairs;
    - (ii) To provide a vehicle for the integration of various Florida business persons and associations in Broward County and Palm Beach County, dedicated to the promotion of German-American trade, with the goal of close cooperation and exchange of information and ideas between members and nations;
    - (iii) To otherwise promote and foster business, trade and cultural exchanges between members, the United States, and Germany; and
    - (iv) To conduct any other business that is legal and lawful under the laws of the state of Florida for Not-for-profit corporations.
  - (b) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that this 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 these Articles.
  - (c) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation

shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

- (d) Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

4. REGISTERED AGENT. The street address of the initial registered office of this corporation is 1829-1831 University Drive, Coral Springs, FL 33071, and the name of the initial registered agent at that address is **Juergen G. Schlueter**.
5. DIRECTORS & OFFICERS. The qualifications of the directors and officers of this corporation shall be as provided in the Bylaws. The manner of election of directors and officers shall be as prescribed in the Bylaws of the corporation. This corporation shall have five (5) directors initially. The number of directors may be elected and increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one. The name and address of the initial directors an officer of this corporation are:

**George Schwarzenbach**  
1633 N. 14th Terrace  
Hollywood, FL 33020

as Director and President

**Gerd Ludwig**  
3180 NW 114th Terrace  
Coral Springs, FL 33065

as Director and Vice President

**Matthias Zimmermann**  
1109 North Federal Highway  
Fort Lauderdale, FL 33304

as Director and Vice President

**Juergen G. Schlueter**  
1829-1831 University Drive  
Coral Springs, FL 33071

as Director and Treasurer

**Birgitte Schulz**  
200 South Biscayne Blvd., Suite 4530  
Miami, FL 33131

as Director and Secretary

6. MEMBERS. The qualifications of the members of this corporation shall be as provided in the Bylaws. The manner of admission of members shall be as prescribed in the Bylaws of the corporation.
7. INCORPORATOR. The name and address of the incorporator of this corporation is **George Schwarzenbach**, 1633 N. 14th Terrace, Hollywood, FL 33020.
8. INDEMNIFICATION. This corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.
9. PERPETUAL EXISTENCE; DISSOLUTION. This corporation shall have perpetual existence unless sooner dissolved as provided by law. In the event of dissolution, the board of directors shall dispose of all the assets of this corporation exclusively for the purposes of this corporation to one or more organizations which themselves operate as business chambers that are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusively public purposes. Any assets not so disposed of shall be disposed by a court of competent jurisdiction in the county where the principal office of this corporation is then located, exclusively for the purposes of the corporation or to the organizations that the court determines are organized and operated exclusively as business chambers.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this \_\_\_\_ day of July, 2002.

  
George Schwarzenbach, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
Juergen G. Schlueter

02 JUL 15 PM 3:25  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS