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PAT FRANK

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DIVISION OF CORPORATIONS
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. COLOMBIAN AMERICAN CHAMBER OF COMMERCE OF
(Corporation Name) (Document #) ORLANDO AND CENTRAL FLORIDA

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☒ Walk in

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NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

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OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 27, 2002

PAT FRANK
450 E. PARK AVE. #19
TALLAHASSEE, FL 32301

SUBJECT: COLOMBIAN AMERICAN CHAMBER OF COMMERCE OF
ORLANDO & CENTRAL FLORIDA
Ref. Number: W02000024868

We have received your document for COLOMBIAN AMERICAN CHAMBER OF COMMERCE OF ORLANDO & CENTRAL FLORIDA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 602A00050003

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF THE COLOMBIAN AMERICAN CHAMBER
OF COMMERCE OF ORLANDO & CENTRAL FLORIDA, INC**

Article I

Offices

Section. 1. The name of the corporation is Colombian American Chamber of Commerce of Orlando & Central Florida, Inc.

Section 2. Principal Office. The Principal office of the corporation is located in the City of Orlando, State of Florida. The address of the corporation is as follows:

5240 E Colonial Drive
Orlando, Florida, 32807

Section 3. Other Offices. The Corporation may also have offices at such other places within or without its state of Incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time designate.

Article II

Non-Profit Purposes

Section 1. IRC Section 501 C (6) of the Internal Revenue Code, including for such purposes, the making of distributions to corporations that qualify as exempt corporations under Section 501-C (6) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes. The specific Objectives and purposes of this corporation shall be the promotion of Colombian entrepreneurs and others, trading with Colombian companies, merchants or enterprises, contributing to the enhancement of the local, state, federal and global economy, within proper guidelines of order and conduct.

Article III

Directors

Section 1. Number. The Corporation shall have seven (7) directors and collectively they shall be known as the Board of Directors.

The names and addresses of the three directors, required to be listed in the Articles are as follows:

William A Bolivar
5240 E Colonial Drive
Orlando, Fl 32807

Richard Garzon
452 Osceola Street 2nd Fl
Altamonte Springs, Fl 32771

Juan Carlos Toro
9401 W Colonial Dr, West Oaks Mall #244

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Section 2. Powers. Subject to the provision of the laws of the State of Florida, and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties. It shall be the duty of the directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or these Bylaws, (b) Appoint and Remove, employ supervise, and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation, (c) Meet at such times and places as required by these Bylaws; failure to attend three (3) consecutive meetings, unless by a written medical cause or act of God will result in removal from the board, upon approval by the Board of Directors.

Section 4. Term of Office. Each director shall hold office for a period of Twenty-Four (24) months and/or until his or her successor is elected and qualifies.

Section 5. Compensation. Directors shall hold & serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board.

Section 6. Regular Meetings. Regular meetings of Directors shall be held on the first Tuesday of every month at 7:00 p.m.

If this corporation makes no provision for members, then at the regular meeting of directors held on the first Tuesday in December, directors shall be elected by the Board of Directors. Voting for the election of Directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of directors to be elected to serve on the Board.

Section 7. Quorum for meetings. A quorum shall consist of three (3) of the members of the Board of Directors.

Section 8. Majority Action as Board Action. Every act or decision done or made by majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provision of law require a greater percentage or different voting rules for approval of matter by the board.

Section 9. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 10. Indemnification by Corporation of Directors and Officers. The directors and Officers of the Corporation shall be indemnified by the Corporation to the Fullest extent permissible under the laws of this State.

Article IV

Membership Meetings

Section 1. Regular Meeting. Regular meetings of the membership shall be held on the last

Tuesday in January, March, May July and November at the time and place fixed by the Board of Directors. The time and place shall be stated in the notice or waiver of notice of each meeting. Meetings of the membership and may also be held whenever called by The President or by one-third of the members entitled to vote.

Section 2. Quorum and voting. Those associate members present shall constitute a quorum at any meeting of the membership and may adjourn the meeting to a fixed time and place, with no further notice of any adjourned meeting being required. Each associate member shall be entitled to one vote in person or by proxy.

Section 3. Conduct of Meetings. The President shall preside over all meetings of the membership. If he is not present, any Vice-President shall preside. If none of such officers are present, the members shall elect a Chairman. The Secretary of the Corporation shall act as Secretary of all the meetings if he is present. If he is not present the person presiding shall appoint a Secretary of the meeting. The person presiding at the meeting may appoint one or more inspectors of the election to determine the qualification of voters, the validity of proxies, and the results of ballots.

Article V

Membership

Section 1. Regular members. Any person who has interest in the promotion of Colombian entrepreneurs or this corporation shall be eligible for membership in this organization. Each such regular associate member shall have the right to hold office and to cast one vote at any Regular or Special meeting of the membership.

The qualifications for associate membership will be:

- a) Companies and/or small businesses who pay a subscription fee.
- b) Non-profit organizations whose mission is compatible with that of the Corporation and who pay a subscription fee.
- c) Members of the board of Directors, the President and the Executive Director.

Any natural person can become a member by paying a subscription fee. However, natural persons will not be entitled to vote. Subscription fees will be determined early by the board of Directors on the meeting to be held on the first Monday in December or when required to do so upon the decision of the majority of the board.

Article VI

Dues and Assessments

Section 1. Dues and Arrearages: The annual dues shall be that amount determined by a majority vote of the Board of Directors. Dues for all members shall be payable yearly in advance. Any member who becomes in this dues in arrears in his dues for more than thirty (30) days shall be notified of this fact by the Secretary in writing. If any member becomes more than sixty (60) days in arrears in dues, shall be declared a dormant member. The Secretary shall notify such member in writing to this effect and report this action to the members at the next regular meeting. Any member who is declared dormant shall forfeit all benefits of the corporation.

Section 2. Designation of Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have a Chairperson of the Board, one or more Vice President, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 3. Qualification. Any person may serve as officer of this corporation.

Section 4. Election and Term of Office. Officers shall be elected by the board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed.

Section 5. Removal and Resignation. Any officer may be removed,. Either with or without causes, by the express authority of the President or by Majority vote of the Board of Directors. Only legally established businesses with active status will be allowed to become members, upon, inactive status, a business member will be removed, no further notice required.

Section 6. Duties of Officers.

President:

- To engage in activities that promote the corporation nationally and internationally.
- To Prepare and Preside the meetings with the Board of Directors.
- To engage in fund-raising activities
- To outreach for new members and trustees for the corporation.
- To prepare and call to periodical elections as established by these by-laws

Vice-President:

- To Prepare and Preside the meetings with the board of Directors in cases where the President is Absent
- To engage in fund-raising activities.
- To out-reach for new members and trustees for the corporation.

Executive Director

- To run the corporation and to use its resources according to the guidelines established by the board of Directors.
- To be accountable for the management and for the resources of the corporation.
- To engage in fundraising activities.
- To Produce, at least twice a year, a report to the Board of Directors indicating the goals and the achievements of the Corporation.

Secretary:

- To elaborate the minutes on each of the meetings of the board of directors.
- To inform the board of Directors about the day, location and time when meetings are arranged.
- To engage in fund raising activities.

Treasurer:

- To manage and to allocate the funds of the corporation according to the guidelines of the

Executive Director.

- To keep The Balance Sheet and the Income Statement of the Corporation and to fulfill all the requirements as stipulated by the local, state and federal government in terms of filing reports, financial information, etc.
- To engage in fund raising activities

Communications Officer:

- To Revise and co-produce if need be all public announcement messages issued and distributed by the Corporation
- To produce Press Releases when necessary, newsletters as planned by the Board of Directors and the Communications Officer
- To design a marketing strategy to promote the corporation, its members and its services
- To engage in fund raising activities

Internal Auditor or "Fiscal"

- To Revise the performance of the officers, as it relates to the good use of all the resources of the Corporation in a proper orderly conduct according to U.S law and requirements to the best of his (her) knowledge.

Section 7. Compensation. The Salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for true services actually rendered to the corporation, as approved by the Board of Directors.

Article VII

Committees

Section 1. Committees. The Corporation shall have committees as may from time to time be designated by resolution of the Board of directors. These Committees may consist of persons who are not also members of the Board and Shall act in an advisory Capacity to the Board.

Section 2. Meeting and Action of Committees. Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

Article VIII

Corporate Records

Section 1. Maintenance of Corporate Records. The Corporation shall keep its records at its principal office, or in its default with the President of the Corporation, as follows:

- a. Minutes of all meeting of directors and committees of the Board;
- b. A conformed copy of the corporation's Articles of Incorporation and Bylaws;
- c. Adequate and correct books and records of its corporate bank account(s);
- d. Copies of all correspondence and filings with the IRS.

Article IX

IRC 501 c (6) Tax Exemption Provisions

Section 1. Limitations on activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under Section 501 (c)(6) of the Internal Revenue Code, or

(b) by a corporation, contributions to which are deductible under section 170

(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or 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 purpose of this corporation.

Sections 3. Distribution of Assets. Upon the dissolution of this corporation. Its assets remaining after payments, or provision for payment, of all debts and liabilities of this corporation shall distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local applicable provisions of the laws of the state.

Article X

Amendment of Bylaws

Section 1. Amendment. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by majority approval of the Board of Directors.

Article XI

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the corporation shall end on the 31st day of December in each year.

Article XII

Dissolution

Section 1. Dissolution. At any special meeting called to consider the subject, the corporation may be dissolved by an affirmative vote of its voting members. Upon such dissolution's, any assets remaining, after the satisfaction or discharge of all liabilities and obligations of the corporation, shall be distributed in accordance with a plan of distribution adopted pursuant to the Virginia Nonstock Corporation Act; or by a court of competent jurisdiction to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the corporation that are exempt from Federal Income Taxes.

Article XIII

Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of the Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such

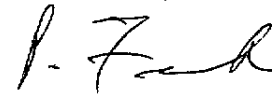
corresponding provisions of any future federal tax code.

Article XIV
Incorporators

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Patrick Frank
412 W. Jefferson St. 216
Tallahassee, Florida 32301

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation this
28 day of AUGUST, 2002.



Pat Frank

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

COLOMBIAN AMERICAN CHAMBER OF
(PRINT COMPANY NAME HERE)

COMMERCE OF ORLANDO + CENTRAL FLORIDA,
FRCC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its
Registered Agent as indicated in the Articles of Incorporation at

420 Park Avenue 19
Tallahassee, Florida, 32301

Has named *Florida Incorporation Station, LLC* located at the aforesaid address as its
Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity and agree to comply
with the provisions of Florida Law in keeping open said office.

AUGUST 28, 2002
(PRINT DATE HERE)

PATRICK A. FRANK
FOR FLORIDA INCORPORATION STATION, LLC

P. Frank
(SIGNATURE)

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02 AUG 28 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA