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

1. HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA  
(Corporation Name) (Document #)

2. AND THE KEYS, INC.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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9-30-02

Examiner's Initials [Signature]

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,

### ARTICLE I NAME

The name of the Corporation is:

HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS, INC.

### ARTICLE 2 NATURE OF CORPORATE BUSINESS

2.1 Objectives : The HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS, INC. is organized to achieve the objectives of- 1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of Business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise, creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; 2) Promoting business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all business in the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or

ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
INC.

permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

2.2 Area: The Chamber of Commerce area shall mean to include the Hispanic community located from Kendall to the Florida Keys

**ARTICLE 3  
LIMITATION OF METHODS**

The Corporation shall observe all local, state, federal laws, which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE 4  
MEMBERSHIP**

4.1 Membership: Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

4.2 Applications: Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 4.3.

4.3 Investments: Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

4.4 Termination of membership: (a) Any member may resign from the chamber upon written request to the Board of Directors. Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) Days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reput of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

4.5 Honorary Membership: Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

**ARTICLE 5  
VOTING**

5.1 Voting: In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
INC.

5.2: Exercise of Privileges: Any firm association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

**ARTICLE 6  
MEETINGS**

6.1: Annual Meeting: The annual meeting of the corporation, in compliance with State law, shall be held each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

6.2: Additional Meetings: General meetings of the chamber may be called by the Chairman of the Board at any time, or upon petition in writing of one third of the members in good standing; a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chairman of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the Chairman of the Board, respective department Vice Chairman, or by the committee's chairman.

6.3: Quorums: At any duly called general meeting of the chamber, 51 % of members shall constitute a quorum, at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

6.4: Notices: Written notice of all chamber meetings must be given at least 5 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings..

**ARTICLE 7  
BOARD OF DIRECTORS**

7.1 Composition of the Board: The Board of Directors shall be composed of four members, two of them shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. The incoming Chairman of the Board may appoint, subject to the approval of the Board, from (3) to (6) members to the Board to serve one-year terms.

7.2 Initial Board of Directors: The number of Directors constituting the initial Board of Directors shall be four (4) and the name and postal address of the initial Board of Directors are:

ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
INC.

Name : Luisa M. Bravo ( Chairman )

Address: 13205 SW 137 Ave, Suite 223, Miami, Florida 33186

Name : Eduardo Berrones ( Vice-chairman)

Address: 2815 SE 5 Pl. Homestead, Florida 33033

Name : Lisa Torres (President)

Address: 9883 NW 51 Terrace, Miami, Florida 32178

Name : Rafael Ramirez (Treasurer)

Address: 728 Majorca, Coral Gables, Florida 33134

7.3 Government: The government and policy-making responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

7.4 Selection of Directors: (a) A Nominating Committee. At the regular September Board meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of 3 members of the Chamber, The Chairman of the Board shall designate the chairman of the committee.

(b) Prior to the election, the Nominating Committee shall present to the President a slate of candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

7.5. Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

7.6. Nominations by Petition: Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 51 % of qualified members of the chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

7.7 Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board Of Directors at their regular September Board meeting.

7.8 Additional candidates: If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions

ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
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will be to vote for candidates only. The President shall mail this ballot to all active members at least 15 days before the regular September Board meeting.

7.9 Ballot: The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at its regular September Board meeting declare the candidates with the greatest number of votes elected.

7.10 Judges: The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated Chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors,

7.11 Seating of New Directors: All newly-elected and appointed Board members shall be seated at the regular September Board meeting and shall be preparing members thereafter. Retiring directors shall continue to serve until the end of the program year.

7.12 Vacancies: (a) A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

(b) Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

7.13 Policy: The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

7.14 Indemnification: The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**ARTICLE 8  
OFFICERS**

8.1 Determination of Officers: The Board of Directors at its regular September meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman of the Board, as many Vice Chairs as is deemed necessary to conduct the activities of the

ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
INC.

chamber and the Treasurer. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until successors assume the duties of office. They shall be voting members of the Board of Directors.

8.2 Duties of Officers: (a) Chairman of the Board. The Chairman shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman of the Board shall, with the advice and counsel of the President, assign Vice Chairman to divisional or departmental responsibility, subject to Board of Directors approval. The Chairman of the Board shall, with advice and counsel of Vice Chairman and the President, determine all committees, select all committee Chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors.

(b). Vice Chairman. The duties of the Vice-Chairman shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

(c). Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President, or, in the absence of either or both by any of the officers. The Treasurer shall cause a monthly financial report to be made to the Board.

(d). President. The President shall be the chief administrative and executive officer. The President shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board. The President shall serve as advisor on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the chamber. The President shall be a member of the Board of Directors, the Executive Committee, and all committees. With assistance of the divisional Vice Chairman, the President shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors. The President shall be responsible for hiring, discharging, directing, and supervising all employees. With the cooperation of the Program of Work Committee and Budget Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures with approved budget allocations.

8.3 Executive Committee: The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the

ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
INC.

Board for its actions. It shall be composed of the Chairman of the Board, Vice Chairman, Treasurer, and the President. The Chairman of the Board will serve as Chairman of the Executive Committee.

8.4 Indemnification: The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all of its officers or former officers as spelled out in Article 7, Section 7.13 of these bylaws.

**ARTICLE 9  
COMMITTEES AND DIVISIONS**

9.1 Appointment and Authority: The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee Chairmen. The Chairman of the Board may appoint such ad hoc committees and their Chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be made by the Chairman of the Board with the approval of the Board of Directors, and shall serve for the term approved by the Board of Directors.

9.2 Committee function: It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

9.3 Limitation of Authority: No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

9.4 Testimony: Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chairman or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

9.5 Divisions: The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the Board of Directors.

**ARTICLE 10**

ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
INC.

**INCORPORATORS**

The name and address of the incorporators executing these articles of incorporation are:

Name : Luisa M. Bravo ( Chairman )

Address: 13205 SW 137 Ave, Suite 223, Miami, Florida 33186

Name : Eduardo Berrones ( Vice-chairman)

Address: 2815 SE 5 Pl. Homestead, Florida 33033

Name : Lisa Torres (President)

Address: 9883 NW 51 Terrace, Miami, Florida 32178

Name : Rafael Ramirez (Treasurer)

Address: 728 Majorca, Coral Gables, Florida 33134

**ARTICLE 11**

**FINANCES**

11.1 Funds: All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

11.2 Disbursements: Upon approval of the budget, the Treasurer is authorized to make disbursement on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

11.3: Fiscal Year: The fiscal year of the chamber shall close on December.

11.4 Budget: As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

11. 5 Annual Audit: The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

**ARTICLE 12**  
**DISSOLUTION**

12.1: Procedure: The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

**ARTICLE 13**  
**AMENDMENTS**

ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
INC.

13.1 Revisions: These bylaws maybe amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

**ARTICLE 14**  
**CORPORATE EXISTENCE**

This Corporation is to exist perpetually

**ARTICLE 15**  
**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

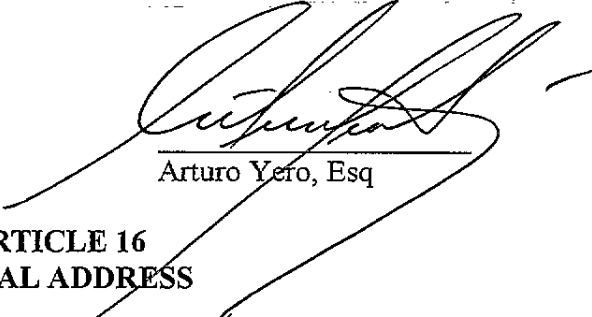
The Corporation The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Arturo Yero, Esq

Initial Registered Office: 814 Ponce de Leon Boulevard, Suite 501  
Coral Gables, Florida 33134

**Acknowledgement and consent of registered agent**

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.



Arturo Yero, Esq

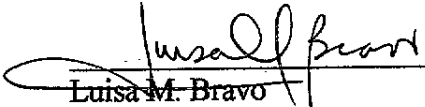
**ARTICLE 16**  
**INITIAL ADDRESS**


The street address in this state of the principal office of the Corporation is:


13205 SW 137 Avenue, Suite 223, Miami, Florida 33186.

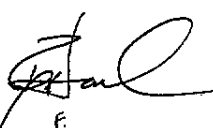
ARTICLES OF INCORPORATION OF THE HISPANIC CHAMBER OF COMMERCE OF SOUTH FLORIDA AND THE KEYS,  
INC.

IN WITNESS WHEREOF, the undersigned, as incorporators and initial directors have  
executed the foregoing Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, A.D.  
2002.

  
Luisa M. Bravo  
Incorporator, Chairman

  
Eduardo Berrones  
Incorporator, Vice-chairman

  
Lisa Torres  
Incorporator, President

  
Rafael Ramirez  
Incorporator, Treasurer

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