

NO2000009367

(Requestor's Name)

Submitted By

JORGE GREGORIO TOVAR
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FT LAUDERDALE, FL 33315

(City/State/Zip/Phone #)

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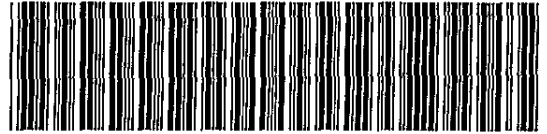
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**ARTICLE OF INCORPORATION (NOT FOR PROFIT)
COLOMBIA AMERICAN CHAMBER OF COMMERCE
OF PALM BEACH COUNTY, INC.**

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The UNDERSIGNED subscribers to these Article of Incorporation, In Compliance with Chapter 617, F.F.F., not Profit) each a natural person competent to contract, hereby associate themselves to form a corporation Under the Laws of State of Florida.

ARTICLE I

This organization is incorporated under the Laws of the State of Florida and shall be know as the Colombia American Chamber of Commerce of Palm Beach County, Inc., hereinafter referred to as the "Chamber".

ARTICLE II-PRINCIPAL OFFICE

The Principal Place of business and mailing address of this corporation shall be: 3618 Lantana Rd West Palm Beach-Florida 33462

ARTICLE III PURPOSE

The general purpose for which the Chamber is formed is to operate exclusively for such purpose as will qualify it as an exempt organization under **Section 501 (c)(6)** of the Internal Revenue Code or corresponding provisions of any subsequent Federal Tax Law.

Section Three - Area Served

The principle geographic area served by the Chamber shall be West Palm Beach County, Inc.

Section Four - Offices

The principle office of the Chamber shall be located at such a place as may be designated by the Board of Directors (the "Board"). Any permanent record shall be kept at such a place as may be designated by the Board.

Section Five - Quorum

A quorum for the transaction of ordinary business shall consist of half plus one of the active Members on the first call.

ARTICLE VII-IN INITIAL BOARD OF DIRECTORS

This Corporation shall have 3 director Temporary The name and address of the initial director of this corporation.

Mary Bornachera 3618 Lantana Rd #16 Lantana-Florida 33462-Phone 561-641-8088

Maria Diaz 5070 SW 24 St Ft Lauderdale-Florida 33317 -Phone 954-316-6632

Carlos Bornachera 3618 Lantana Rd # 16 Lantana-Florida 33462-Phone 561-641-8088

BOARD OF OFFICERS

Section One - Composition

The Board shall consist of seventeen (8) duly elected Officers, and the President shall be known as the Chairman of the Board. The Officers of the Chamber shall be: the President; President Elect; Recording Secretary; Corresponding Secretary; and Treasurer. The Directors shall be: Public Relations; Professional Relations; Membership Drive; Business Relations; Fund Drives; Governmental Liaison/Community Relations; and International Trade and Business; Marketing Director; Past President; Legal Advisor; and two (3) Directors-At-Large.

The Officers shall serve for a term of one year. No Officer shall serve more than two consecutive terms in the same office. Except for the President who shall be replaced by the President Elect, all of the Official Directors shall be elected in a free election as specified hereafter.

Section Two - Board Meetings

The regular meetings of the Board shall be held each month at a time, date and place to be determined by the Board. Special meetings of the Board of Directors shall be held at such time and place as the President may designate, and shall be called by the President or by any officer, upon request by three or more Members of the Board.

ARTICLE IV MANNER OF ELECTION

Section One - Eligibility

Any legally organized, operating and/or functioning business or professional firm, sole proprietorship, individual, corporation, or partnership expressing an interest in the Chamber and its objectives shall be eligible to apply for membership.

Section Two - Election to Membership

Application for membership shall be in writing on forms specified by the Board. Applications shall be submitted to the Chamber Office and will submit it to the Board for final approval. Members approved by the Board will begin immediately so long as payment for prescribed membership dues have been received by the Treasurer. Upon approval, every Member shall execute a "Merchant Authorization" form authorizing the use of certain officer names or employee names on behalf of the Member whenever the Chamber, whether at public functions or through written material, mentions or references the Member's business.

Section Three - Annual Dues

All Members shall pay Annual Dues, either individual or corporate, according to their number of employees, in an amount established by a majority vote of the Board at any regular or special meeting. Dues are due and payable annually and are delinquent if not paid within 90 days of the due date.

Section Four - Termination of Membership

(a) Any Member may resign from the Chamber upon written request to the Board;
(b) Any Member shall be removed by the Board for the nonpayment of dues after ninety (90) days from the due date unless otherwise extended, for good cause (good cause to be determined by a vote of the Board),
(c) Any Member may be expelled by two-thirds vote of the Board at a regular scheduled meeting thereof for:

- (1) conduct unbecoming a Member or prejudicial to the aim or repute of the Chamber;
- (2) violation of the Articles or By-Laws;
- (3) having been suspended by a court of competent jurisdiction from the practice of their business or profession; and/or
- (4) having been convicted of a felony.

Said expulsion shall occur after notice and opportunity for a hearing have been afforded the Member complained against.

Section Five - Exercise of privileges

Any Member who is in good standing and current on annual dues may exercise all privileges of membership provided herein or in the Articles.

ARTICLE VI MEETING OF THE MEMBERS

Section One - Regular Meetings

Regular Monthly meetings shall be held at a place, date, and time to be determined by the Board. The President shall have the authority to change the date, time or place of a scheduled regular meetings in any given month, provided, however, that such change of the regular meeting date, time and place shall be communicated to all the Members at least ten (10) days prior to the time set for the meeting. Notice of such change of date, time or place, must be communicated by mail, facsimile or e-mail.

Section Two - Annual Nomination Meetings

The annual nominating meeting of the Chamber shall be held in October of each year at such time, date and place as determined by the Board and notice thereof mailed to each Member at least ten days before said meeting. Said meeting shall be designed to present the slate of Officers and Directors regarding the annual election in November.

Section Three - Special Meetings

Special Meetings shall be called by the President or in his/her absence the President Elect, upon the request of a majority of the Members of the Board. Notice of the date, time and place of the Special Meeting must be communicated by mail with no less than three days notice.

Section Four- Presiding Officer

The President, or in his/her absence the President Elect, shall preside at all meetings. In the absence of both the President and the President Elect, then the Recording Secretary, or in his/her absence, the Treasurer shall preside, at all meetings.

Section Three - Quorum

A Quorum for the transaction of business at any regular or special meeting of the Board shall consist of a majority of the total number of directors/officers unless otherwise noted in the Articles and/or by-laws. All motions voted upon shall be decided by a vote of the majority present, unless otherwise altered by other provisions in the Articles and/or by-laws.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section Four - Vacancies

The Board shall have the power to appoint a replacement for any officer/director of the Chamber when such office becomes vacant.

Section Five - Absences

If any Member of the Board shall fail to attend three (3) successive board meetings, five (5) cumulative board meetings, 3 successive Chamber events or 5 cumulative Chamber events within his/her term, the President shall in writing call such failure to his/her attention, and if satisfactory excuse, either written or oral, is not received within thirty (30) days of the notification, the Board shall vote on whether to remove said Member from the position. Upon such removal, the position shall be filled pursuant to Article IV, Section Four, hereinabove.

Section Six – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, as the place for holding any special meeting of the Board called by them.

Section Seven – Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, e-mail, facsimile or telegram to each Director at his address as shown by the records of the corporation.

Section Eight – Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VIII-OFFICERS/DIRECTORS

Section One- President

The President shall be the head of the Chamber and Chief Executive Officer and shall preside at all meetings of the Membership and the Board and shall have general supervision over Chamber affairs, as well as act as the Chief spokesperson for the organization. He/She shall execute all contracts, agreements and obligations of the Chamber, subject to ratification by the Board unless such authority is otherwise delegated by resolution of the Board, and he/she shall perform all other duties as are incidental to his/her office. The President shall be an ex-official Member of all permanent and ad-hoc committees. In the absence or disability of the President, his/her duties shall be performed by the President Elect.

Section Two - President Elect

The President Elect shall assist the President, as requested in the carrying out of all of his/her official duties, and shall perform all of the duties as are incidental to his/her office. In the absence or disability of the President, the duties of the President shall be performed by the President Elect.

Section Three - Recording Secretary

The Recording Secretary shall attend and keep the minutes of all the Board and Membership Meetings. The Recording Secretary shall have charge of all Chamber records and papers; shall be responsible for all communications between the Chamber and other organizations as directed by the President or a Board Resolution; and shall perform such other duties as are incident to his/her office. In the absence or disability of the Recording Secretary, his/her duties shall be performed by the Corresponding Secretary.

Section Four- Corresponding Secretary

The Corresponding Secretary shall issue Notices of all Directors' and Members' Meetings as the same may be required. The Corresponding Secretary shall keep membership records, including a list of paid Members, and shall perform all such other duties as are incident to his/her office. In the absence or disability of the Corresponding Secretary, his/her duties shall be performed by the Treasurer.

Section Five - Treasurer

The Treasurer shall have custody of all money and securities of the Chamber. He/She shall keep regular books of account and shall submit them, together with all his/her vouchers, receipts, records, and other papers, monthly to the Board for examination and approval. He/She shall give a current Financial Report at all regular business meetings of the Chamber. He/She shall only make payments for routine expenses of the Chamber which occur monthly and have been approved, in budget form, by the Board. Any other expenses must be approved by the Board. The Treasurer shall also be responsible for filing all documents required by state and federal law.

Section Six - Director Responsibilities

- (1) Membership - Responsible for systematically recruiting, promoting and maintaining Members
- (2) Public Relations - Responsible for promoting the Chamber via media and community awareness;
- (3) Business Relations - Responsible for promoting the Chamber among other commercial organizations or chambers of commerce;
- (4) Professional Relations - Responsible for developing the Chambers' professional membership base, as well as developing and establishing business networking within the Chamber;
- (5) Governmental Liaison/Community Relation - Responsible for acting as a liaison between the Chamber and local and state governmental bodies; and as representative for the Chamber in community affairs, activities/functions.
- (6) Fund Drive - Responsible for developing strategies and proposals for raising funds for the Chamber and then implementing such programs.
- (7) International Trade and Business - Responsible for developing and promoting international trade.
- (8) Marketing Director - Responsible for developing and implementing marketing strategy.
- (9) Past President - Responsible to assist current President with transition and advise on current and past Chamber activities.

- (10) Legal Advisor- Responsible to advise Board on legal matters and compliance with By-laws and Articles.
- (11) At-Large Directors - Responsible to assist the Board as may be requested from time to time.

The Board may appoint Members and/or establish special and/or Ad Hoc committees to assist each Director.

Section Seven - Replacements

In all instances above, where due to absence, disability or inability, a Director is unable to assume or perform his/her duties as set out in these By-Laws, the President may temporarily appoint a qualified Member to occupy his/her post.

ARTICLE IX EXECUTIVE AND OTHER COMMITTEES

Section One – Creation of Committees

The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

Section Two – Executive Committee

The Executive Committee shall be comprised of the officers and the immediate past President of the Chamber.

The Executive Committee (if there is one) shall consult with and advise the Officers of the Board in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

Section Three – Other Committees

Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees. Any Chamber Member may sit on a committee, except the Executive Committee. Committees shall be limited to 7 Members who shall volunteer to sit on the committee. In the event more than 5 Members wish to be on a committee, the Members shall be chosen by the President.

Section Four – Meetings

Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any Member thereof upon two (2) days' notice to the other Members of such committee, or on such shorter notice as may be agreed to in writing by each of the other Members of such committee, given either personally or in the manner provided in these by-laws pertaining to notice for Board meetings.

Section Five – Vacancies

Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Section Six – Quorum

At all meetings of the Executive Committee or other committees, a majority of the committee's Members then in office shall constitute a quorum for the transaction of business.

Section Seven – Manner of Acting

The acts of a majority of the Members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

Section Eight – Minutes

The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section Nine – Terms

Excluding the Executive Committee, committee Members shall be appointed for one year terms. If a committee Member resigns or their membership ceases, the replacement Member will be chosen by the President, and will serve out the remaining term of the departing Member. The Board of Directors, by a majority vote, has the right to remove a committee Member.

ARTICLE X ELECTIONS

Section One - Voting Eligibility

Only qualified Members have the right to vote in any Chamber elections. A qualified Member shall be a Member in good standing who has paid his/her membership dues. Further a renewing Member who pays his/her dues on the date of the election shall be eligible to vote. A new Member will be required to have paid his/her dues at least thirty (30) days prior to the general election in order to vote in that election.

Section Two - Election Site

The election site of Directors/Officers shall be held at a special meeting in November at a properly noticed date, time and place.

Section Three - Beginning of Term

After the election, the Officers/Directors shall take office on January 1 of the following year at 12:00 a.m.

Section Four - Office holder requirement.

To be nominated or to hold office or both, the individual must be a "qualified Member" of the Chamber.

Section Five - Nominations

A Nominating committee shall nominate a slate of Directors for the upcoming election. The slate shall be published to the general membership at least 30 days prior to the annual election. Individual members may nominate additional candidates. The submission of candidates other than those on the Nominating committee's slate must be received, in writing, by the Chamber's office no later than 15 days prior to the scheduled election.

Section Six - Vote

Except for the President, election of the Officers/Directors of the Chamber shall be by a plurality, a majority of votes not being necessary, as voted by the members present at the election meeting by secret written ballot. The President Elect shall automatically serve as President following the election of the other Officers/Directors of the Chamber.

ARTICLE XI AMENDMENTS

The By-Laws may be amended by the majority of the Members of the Board present at any regular or special Board meeting.

ARTICLE XII INDEMNIFICATION

Each Director/Officer now or hereafter serving the Chamber, and each person who, at the request of or on behalf of the Chamber, and the representative heirs, executors and administrators for each of them shall be indemnified by the Chamber against all costs, expenses, judgements and liabilities, including attorneys' fees reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding, civil or criminal, in which he/she is or may be a party by reason of his/her being or having been such Director/Officer or by reason of any action alleged to have been taken or omitted by him/her as a Director/Officer, whether or not he/she is a Director/Officer at the time of incurring such costs, expenses, judgements and liabilities, except in relation to matters to which he/she shall be finally adjudged, without right of further appeal in such action, suit or proceedings, to have been liable for willful misconduct in the performance of his/her duty as such Director/Officer. Such indemnification shall be made with respect to any adjudication whether or not on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall be exclusive of other rights to which such Director/Officer may be entitled as a matter of law.

ARTICLE XIII MISCELLANEOUS

Section One - Inspection of Books

The books, accounts and records of the Chamber shall be open to inspection by any Member of the Chamber qualified to vote upon reasonable written notice to the custodian of the records sought to be inspected and at the place where such records are maintained provided that the parties concerned may mutually agree to the time and place of inspection.

Section Two - Necessary Signatures

The signatures of two (2) of the following five (5) elected officers shall be necessary for the proper issuance of checks disbursing funds of the Chamber: President, President-elect, Treasurer, Recording Secretary and/or Corresponding Secretary.

Section Three - Annual Report

The President, Corresponding Secretary and Treasurer shall submit their Annual Report to the Chamber and its' Members at the Annual Nominating Meeting held during the month of November.

Section Four- Bond

The Chamber shall bond the Officers/Directors if the Board so determine, in such sum and with sureties as may be required, conditioned upon the faithful performance of the duties of their offices.

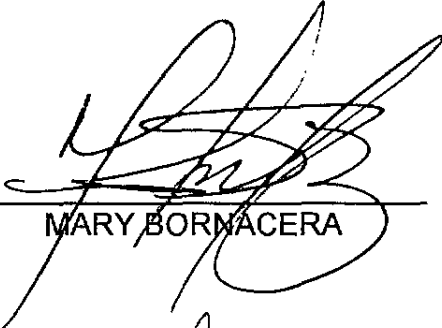
Section Five - Past Years Financial Statement

Within thirty (30) days of the newly elected or re-elected President beginning his or her term, the Past President shall submit a Financial Statement to the new President reflecting the financial status of the Chamber.

Section Six - Waiver of By-Laws

These By-Laws may not be waived for any reason. The only way to change any section of these By-Laws is by amendment as set forth in Article VII.

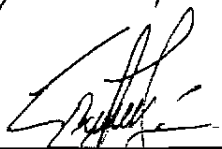
IN WITNESS WHERE OF, the undersigned subscribers executed these Article of Incorporation this day 02 December, 2002



MARY BORNACERA



MARIA DIAZ



CARLOS BORNACERA

Mary Bornachera 3618 Lantana Rd #16 Lantana-Florida 33462-Phone 561-641-8088

Maria Diaz 5070 SW 24 St Ft Lauderdale-Florida 33317 -Phone 954-316-6632

Carlos Bornachera 3618 Lantana Rd # 16 Lantana-Florida 33462-Phone 561-641-8088

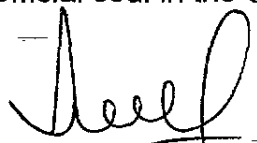
STATE OF FLORIDA:
SS
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledged personally appeared.

MARY BORNACERA

to me known to be the persons described as subscribers in and who executed the forgoing Articles of Incorporation, and they acknowledge before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 02 days of December, 2002



Notary Public
State of Florida.

State of Florida
James Soto Roca
Notary Public
My comm. expires April 13, 2003
cc 826423

My commission expires:

State of Florida
James Soto Roca
Notary Public
My comm. expires April 13, 2003
cc 826423

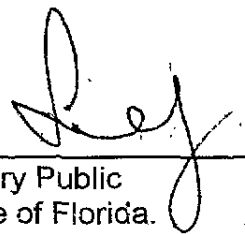
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, A Notary Public, duly authorized in the State and County named above to take acknowledgements personally appeared

MARIA DIAZ

To me know to be the persons described as subscribers in and who executed the foregoing Article of Incorporation, and they acknowledged before me that they executed and subscribed to these Article of Incorporation.

WITNESS my hand and official seal in the county and State aforesaid this 02 day of December, 2002.



Notary Public
State of Florida.

State of Florida
James Soto Roca
Notary Public
My comm. expires April 13, 2003
cc 826423

State of Florida
James Soto Roca
Notary Public
My comm. expires April 13, 2003
cc 826423

STATE OF FLORIDA

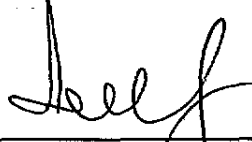
COUNTY OF BROWARD

BEFORE ME, A Notary Public, duly authorized in the State and County named above to take acknowledgements personally appeared

CARLOS BORNACERA

To me know to be the persons described as subscribers in and who executed the foregoing Article of Incorporation, and they acknowledged before me that they executed and subscribed to these Article of Incorporation.

WITNESS my hand and official seal in the county and State aforesaid this 02 day of December, 2002



Notary Public
State of Florida

State of Florida
James Roca
Notary Public
My comm. Expires April 13, 2003
cc 826423

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

COLOMBIA AMERICAN CHAMBER OF COMMERCE OF PALM BEACH COUNTY. INC.

FIRST.....that _____, is desiring to organized or qualify under the Laws of the State of Florida, with its principal place of business at City of West Palm Be Florida

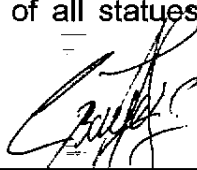
State of Florida has name Carlos Bornachera located at 6289 W Sunrise-Blvd suite#256 Sunrise Florida 33313 Florida as its agent to accept service of process within Florida

By: 
CARLOS BORNACHERA

Date: 12-03-02

FILED
2002 DEC -5 AM 8:43
CLERK OF DISTRICT COURT
STATE OF FLORIDA

HAVING BEEN NAMED to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties

By: 
CARLOS BORNACHERA

Date: 12-03-02