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FLORIDA NON-PROFIT CORPORATION

Panamanian-American Chamber of Commerce (South Flori

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**ARTICLES OF INCORPORATION
OF
PANAMANIAN-AMERICAN CHAMBER OF COMMERCE (SOUTH FLORIDA), INC.
(A Florida Not For Profit Corporation)**

**Article I
NAME**

The name of this corporation is the **PANAMANIAN-AMERICAN CHAMBER OF COMMERCE (SOUTH FLORIDA), INC.** (the "Corporation").

**Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address and the mailing address of the principal office of the Corporation is 200 South Biscayne Blvd., Suite 4100, Miami, Florida 33131.

**Article III
PURPOSE**

This Corporation is a not for profit corporation, organized and operated under the Florida Not For Profit Corporation Act (the "Act") exclusively for general charitable purposes as set forth in Section 617 of the Florida Statutes, including without limitation the promotion of trade and commerce between South Florida and the Republic of Panama.

**Article IV
MEMBERSHIP**

Any person, corporation, partnership, association, organization or other business entity (i) who is interested in the purposes of the Corporation and who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and (ii) who complies with the requirements established from time to time by the Bylaws of the Corporation, shall be eligible for membership; provided that until and unless otherwise provided in the Bylaws, any person, corporation, partnership,

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association, organization or other business entity described in clause (i) above shall be eligible for membership as follows:

(a) A corporation, partnership, association, organization or other business entity shall be eligible for Trustee Membership for a year upon payment of, or agreement to pay, an amount of not less than \$500 as annual dues.

(b) A corporation, partnership, association, organization or other business entity shall be eligible for a Corporate Membership for a year upon payment of, or agreement to pay, an amount of not less than \$100 as annual dues.

(c) An individual shall be eligible for Individual Membership for a year upon payment of, or agreement to pay, an amount of not less than \$50 as annual dues.

The manner of admission of members shall be as provided from time to time by the Bylaws. Members may be admitted, time periods for payment of annual dues may be prescribed and membership may be terminated prior to adoption of the Bylaws by resolution of the initial Board of Directors.

Article V **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 200 South Biscayne Blvd, Suite 4100, Miami Florida 33131, and the name of the Corporation's initial registered agent at that address is Curtis Wolfe.

Article VI **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The Board of Directors shall be composed of persons elected by the membership, persons appointed by Trustee Members. The manner of election of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the person who shall serve as the initial member of the Board of Directors of the Corporation are as follows:

Curtis A. Wolfe
200 S. Biscayne Boulevard
Suite 4100
Miami, Florida 33131-2938

Ronald Zamora
1111 N.W. 21st Terrace
Miami, Florida 33127

Dennis Chen
18455 Miramar Parkway # 228
Miramar, Florida 33029

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Curtis A. Wolfe, Esq.
Steel Hector & Davis, LLP
200 S. Biscayne Boulevard
Suite 4100
Miami, Florida 33131-2938

Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

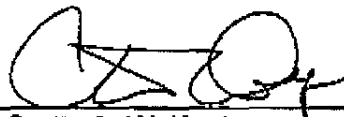
Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 any of its purposes.

Article X
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be reserved to the members of the Corporation, except as may otherwise be provided in the Bylaws from time to time.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14th day of April, 2003

By: 
Curtis A. Wolfe, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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WITNESSETH:

That, **PANAMANIAN-AMERICAN CHAMBER OF COMMERCE (SOUTH FLORIDA), INC.** desiring to organize under the laws of the State of Florida, has named Curtis A. Wolfe, Esq., located at 200 South Biscayne Blvd, Suite 4100, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 14th day of April, 2003.


Curtis A. Wolfe