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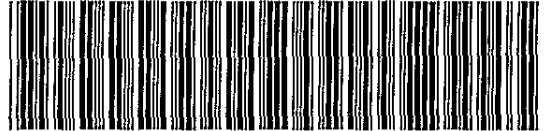
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Alexander Reus,
J.D. (Germany), J.D., LL.M.
Direct Dial: (305) 260-1027
areus@becker-poliakoff.com

June 8, 2003

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

RE: Swiss-American Chamber of Commerce – Florida Chapter, Inc.
Our File No.: B09999/00015

Dear Sir or Madam:

Attached herewith are the Articles of Incorporation for the above-referenced Corporation for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a filing receipt. The appropriate fee in the amount of \$78.75 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,


Alexander Reus
For the Firm

AR/do
Enclosures - Articles of Organization
Check

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ARTICLES OF INCORPORATION
OF
SWISS-AMERICAN CHAMBER OF COMMERCE – FLORIDA CHAPTER, INC.

(A Not for Profit Corporation)

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

Swiss-American Chamber of Commerce - Florida Chapter, Inc.

2. PRINCIPAL OFFICE AND MAILING ADDRESS. The principal office and mailing address of the corporation is:

c/o Crossbow Ventures
Attn: Dr. René Eichenberger, Managing Director
One North Clematis, Suite 510
West Palm Beach., Florida 33401

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3. PURPOSES & ACTIVITIES.

- 3.1 This corporation shall be organized as a not for profit corporation. The purposes for which this corporation is organized are the following:

- (i) To promote and facilitate better business relations between the United States and Switzerland;
- (ii) To provide essential information about doing business in the United States and Swiss markets;
- (iii) To bring business leaders together to facilitate contacts and provide platforms for networking in the United States and Switzerland;
- (iv) To represent the mutual interests of the corporation's members and to act in furtherance of those interests;
- (v) To help facilitate the mobility of the corporation's members and members' employees in both the United States and Switzerland;

- (vi) To promote both the United States and Switzerland, as advantageous countries in which to do business;
 - (vii) To foster good corporate citizenship to benefit the communities in which members do business; and
 - (viii) To conduct any activity that is legal and lawful under the laws of the state of Florida and federal laws for Not-for-profit corporations.
- 3.2 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.
- 3.3 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. Notwithstanding the foregoing, the corporation may be actively involved in and/or promote political activities, as long as these are made on behalf of the common interest of the corporation's members.
- 3.4 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)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
4. REGISTERED AGENT. The initial registered agent of this corporation ("Registered Agent") shall be **Becker & Poliakoff, P.A.** The street and mailing address of the Registered Agent shall be:
- Becker & Poliakoff, P.A.
Attn: Alexander Reus, Esq.
5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126
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 eleven (11) 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 and initial officers of this corporation are:

Title:

Chairman of the Board

Vice Chairman

Treasurer

Secretary

Director

Director

Director

Director

Dr. René Eichenberger
Managing Partner
Crossbow Ventures, Inc.
One North Clematis, Suite 510
West Palm Beach, FL 33401-5523

Jean-Dominique Virchaux
Partner
Spencer Stuart
7285 SW 146 Street Circle
Miami, FL 33158

Eric Saucedo
Financial Advisor
UBS Private Client Group
100 SE Second Street, Suite 2400
Miami, FL 33131

Alexander Reus, Esq.
Partner / Attorney at Law
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126

Michael A. Blank
Sr. Representative
Bank Julius Baer & Co. Ltd.
Plaza Center, 251 Royal Palm Way, #601
Palm Beach, FL 33480

Ralf Gschwend
President
The Octagon Group of Companies
301 Clematis Street, #3000
West Palm Beach, FL 33401

Eveline Fasser Testa
Partner, Waterfront Cinema Productions
One North Clematis Street, #510
West Palm Beach, FL 33401

Director

Heinz A. Aebi

V.P. Marketing/Corporate Communications
Jet Aviation International, Inc.
1515 Perimeter Road
Palm Beach International Airport
West Palm Beach, FL 33406

Director

Luc S. Burkhardt

President, Luc Burkhardt & Associates, Inc.
1201 S. Orlando Avenue, #370
Winter Park – Orlando, FL 32789

Director

Philippe G. Cornu

President, Aphco International, Inc.
P.O. Box 22796
Lake Buena Vista, FL 32830-2796

Director

Robert R. Hendry

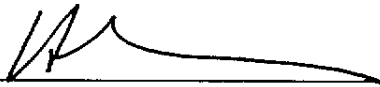
Chairman (non-executive)
Weitnauer America Trading Services, Inc.
10300 N.W. 19th Street, #114
Miami, FL 33172

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 ("Incorporator") of this corporation is Alexander Reus. The street and mailing address of the Incorporator is:

c/o Becker & Poliakoff
Waterford Center Park
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126
8. INDEMNIFICATION. This corporation shall indemnify, defend, save and hold harmless and insure its officers and directors in their respective corporate capacities, to the extent such indemnity will not cause the possibility of the corporation being characterized as providing a private inurement for the benefit of any officer and director under state and federal tax laws, and to the extent that such indemnity does not otherwise conflict with state and federal laws for Not-for-profit corporations.
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)(6) 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 14 day of July 2003.




Alexander Reus, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

Becker & Poliakoff, P.A.
A Florida professional association

By: 

Alexander Reus, Esq.

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