

Division of Corporations

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Florida Department of State

Division of Corporations

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S/K

FLORIDA NON-PROFIT CORPORATION

JAMAICA U.S.A. CHAMBER OF COMMERCE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Jamaica U.S.A. Chamber of Commerce, Inc.
(a corporation not for profit)**

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

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1. NAME.

The name of this corporation is:

Jamaica U.S.A. Chamber of Commerce, Inc.

2. PURPOSES.

(a) This corporation is organized and shall operate exclusively for exempt purposes described in Section 501(c)(8) of the Internal Revenue Code of 1986, as amended. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (iii) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other

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instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and

- (iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (v) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
- (vi) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(d) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(e) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any

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source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. MEMBERS.

Members of this corporation shall be natural persons, at least One (1) of whom shall be a citizen of the United States, of Twenty-one (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the corporation. The corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

4. TERM OF EXISTENCE.

This corporation shall exist perpetually.

5. ADDRESS.

The street address of the initial principal office and mailing address of the Corporation is 4770 Biscayne Blvd., Suite 1050, Miami, Florida 33137

6. MEMBERS.

This corporation shall have twenty-three (23) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than seven (7).

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The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Mr. Barrington A. Russell
BAR Realty, P.A.
4510 Inverrary Blvd.
Ft. Lauderdale, FL 33319

Mr. Basil Bernard
Apricot Office Supplies
7050 W. SR 84 - Ste 16
Ft. Lauderdale, FL 33317

Ms. Marie R. Gill,
M. Gill & Associates, Inc.
4770 Biscayne Blvd. - Ste. 1050
Miami, FL 33137

Marlon A. Hill, Esq.
delancyhill, P.A.
200 S. Biscayne Blvd., Ste 2680
Miami, FL 33131

Mr. Derwent Donaldson
CMG Partners
4812 W. Commercial Blvd.
Tamarac, FL 33319

Mr. Owen Edwards
ZAP Courier & Messenger Service
4253 SW 71 Avenue
Miami, FL 33155

Mr. Aston Lue
Ocho Rios Miami Inc.
2051 NW 15 Avenue
Miami, FL 33142-7713

Mr. George Yap
LEASA Industries Co., Inc.
2450 NW 76 Street
Miami, FL 33147

Ms. Janette Davis, CPA
4102 West Lake Estates Drive
Davie, FL 33328

Mr. Patrick Cha-Fong
Kingston Miami Trading Co.
1485 NW 21 Terrace
Miami, FL 33142

Mr. Ruddy McGlashan
CTI Communication
1101 Brickell Avenue
North Tower, Ste 1000
Miami, FL 33131

Ms. Rosie Gordon-Wallace
Diaspora Vibe Gallery
3938 North Miami Avenue
Miami, FL 33137

Mrs. Catherine Malcolm
Jerk Machine Inc.
P.O. Box 14035
Fort Lauderdale, FL 33302

Mr. Don Daly
CRI Communications
10761 SW 138 Street
Miami, FL 33176

Mr. George Barbar
Barbar Investment Group
150 Palmetto Park Rd. - 525
Boca Raton, FL 33432

Mr. Winston Barnes
2721 Laguna Way
Miramar, FL 33025-4218

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Successors shall be elected pursuant to the By-laws of the corporation.

7. **NAME AND ADDRESS OF INCORPORATOR.**

The name and address of the Incorporator of this corporation is Marlon A. Hill, Esq., 200 S. Biscayne Blvd., Suite 2680, Miami, FL 33131.

8. **NAME AND OFFICE OF REGISTERED AGENT.**

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is Marlon A. Hill, Esq., 200 S. Biscayne Blvd., Suite 2680, Miami, FL 33131.

9. **BY-LAWS.**

The By-laws of this corporation may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 26th day of February, 2004.

By: 

Marlon A. Hill, Esq.
Incorporator

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**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not for Profit Corporation Act.

Jamaica U.S.A. Chamber of Commerce, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 4770 Biscayne Blvd., Suite 1050, Miami, Florida 33137, has named Marlon A. Hill, Esq. of 200 S. Biscayne Blvd., Suite 2680, Miami, FL 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Marlon A. Hill, Esq. hereby states that it is familiar with, and accepts, the obligations of such appointment.

Date: February 26, 2004.

By: 
Marlon A. Hill, Esq.
Registered Agent

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