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NICOLAS FERNANDEZ, P.A. → 18502050381

NO. 230

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Division of Corporations

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Small Business Council of America, Florida Chapter, Inc.

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CITY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

SMALL BUSINESS COUNCIL OF AMERICA , FLORIDA CHAPTER, INC.,

a Florida Not for Profit Corporation

The undersigned, acting as incorporator of **SMALL BUSINESS COUNCIL OF AMERICA , FLORIDA CHAPTER, INC.** under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

SMALL BUSINESS COUNCIL OF AMERICA , FLORIDA CHAPTER, INC.

and the principal place of business and mailing address is:

201 Alhambra Circle, Suite 510, Coral Gables, Florida 33134

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501 of the Internal Revenue Code of 1996, as amended (the "Code") including for such purposes, the making of distributions for organizations which qualify as tax-exempt organizations.

Within the scope of the foregoing, the object of this Corporation and its purposes are solely benevolent. Its primary purpose is to act as a local chapter for the entire State of Florida for the Small Business Council of America, a non-profit corporation formed under the laws of Washington, District of Columbia.

ARTICLE IV. ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 of the Code.

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ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501 of the Code and its regulations.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 780 NW 42nd Avenue, Suite 324, Miami, FL 33126 and the name of the Corporation's initial registered agent at that address is Esquire Corporate Services, Inc.

ARTICLE VII. ELECTION OF BOARD OF DIRECTORS

Directors shall be chosen in the number and manner set forth in the Corporation's Bylaws.

ARTICLE VIII. INDEMNIFICATION

Every person who now is, or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including Counsel fees at trial and at all levels of appeal) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which any Director or Officer shall be made a party by reason of being or having been a Director or Officer of the Corporation (whether or not any Director or Officer is a Director or Officer of the Corporation at the time made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed) except in relation to matters as to which a Director or Officer shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties as such Director

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or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may not or hereafter be entitled as a matter of law.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

Nicolas Fernandez, P.A.

780 NW 42nd Avenue
Suite 324
Miami, Florida 33126

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of October, 2004.

NICOLAS FERNANDEZ, P.A.

By: 

Nicolas Fernandez, President

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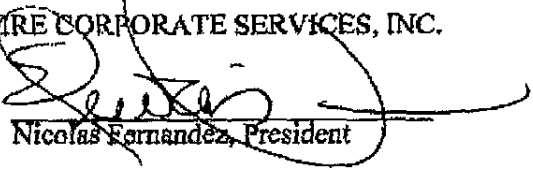
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **SMALL BUSINESS COUNCIL OF AMERICA, FLORIDA CHAPTER, INC.** in the foregoing articles of incorporation, we hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

ESQUIRE CORPORATE SERVICES, INC.

By:


Nicolas Fernandez, President

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