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November 12, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA
DEPT. OF STATE

RE: Moroccan American Chamber of Commerce of Florida, Inc.

Dear Sir or Madam:

Please find enclosed the following:

1. Articles of Dissolution for Moroccan American Chamber of Commerce, Inc.;
2. Articles of Incorporation for Moroccan American Chamber of Commerce of Florida, Inc.; and
3. Check in the amount of \$122.50 to be applied towards the filing fees and certified copies for each of the Articles of Dissolution and the Articles of Incorporation.

If you have any questions or require additional information, please do not hesitate to contact me at (407) 926-0333. Thank you for your assistance.

Sincerely,

Jeanine Ackerson, Esq.

Encl.
cc: Abdul Aitboukil (w/o Enclosures)

**ARTICLES OF INCORPORATION
OF
MOROCCAN AMERICAN CHAMBER OF COMMERCE OF FLORIDA, INC.
(A Florida not-for-profit corporation)**

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit corporation.

**ARTICLE I
NAME**

The name of this corporation shall be "MOROCCAN AMERICAN CHAMBER OF COMMERCE OF FLORIDA, INC." hereinafter referred to as the "Corporation".

**ARTICLE II
DATE AND TERM OF EXISTENCE**

The existence of the Corporation shall begin on November 30, 2004. The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

**ARTICLE III
LOCATION**

The principal place of business and mailing address of the Corporation shall be 3501 W. Vine Street, 351, Kissimmee, FL 32741, or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

**ARTICLE IV
PURPOSE**

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"). The general nature and purpose of the Corporation shall be the advancement of the nonprofit sector through education, consultation, advocacy, publication, and such other activities as benefit the nonprofit sector. In effectuating such general purpose the Corporation may on a non-profit basis:

(a) Acquire by gift or otherwise, and hold, sell, convey, assign, mortgage, and lease any real or personal property necessary or incidental to the accomplishment of the non-profit purposes of the Corporation.

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(b) Borrow money and issue evidence of indebtedness; and secure loans and other indebtedness by mortgages, deeds of trust, pledges, or other liens upon the property of the Corporation.

(c) Enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V MEMEBERS OF THE CORPORATION, DIRECTORS AND OFFICERS

The Corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The Corporation shall have no membership distinct from the Board of Directors. The Board of Directors shall be elected in accordance with the Bylaws of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. There shall be no fewer than four or more than twenty-one directors, as determined from time to time as provided in the Bylaws. The Board of Directors may elect such officers as they may from time to time determine to be necessary for the effective operation of the Corporation, including a President, Secretary and Treasurer.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are:

Fidi Malone
11830 Crocket Court
Orlando, FL 32824

Ali Elmazani
11884 Hartfordshire Court
Orlando, FL 32824

Najib Omari
1877 Taft Vineland Road
Orlando, FL 32824

Mohamed Bani
8999 Galdin Court
Orlando, FL 32819

Lotfi Alaoui Belghiti
3501 W. Vine Street, Suite 351
Kissimmee, FL 34741

Abdul Aitboukil
125 Nevada Court
Davenport, FL 33897

Tarik Kabbaj
5169 Vineland Road
Orlando, FL 32811

Simon Abounnaaim
102 Ethan Avenue
Davenport, FL 33897

Hassan Erroudani
7812 Ridge Stone Drive
Orlando, FL 32835

Hicham Jalal
10215 E. MarCommon Blvd.
Orlando, FL 32825

ARTICLE VII REGISTERED AGENT

The initial street address of the Corporation's registered office is 3501 W. Vine Street, Suite 351, Kissimmee, FL 32741. The initial registered agent for the Corporation at that address is Lotfi Alaoui Belghiti.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Abdul Aitboukil, 125 Nevada Court, Davenport, FL 33897.

ARTICLE IX POWERS

The Corporation shall have all the powers of not-for-profit corporations under Chapter 617, Florida Statutes, or successor laws.

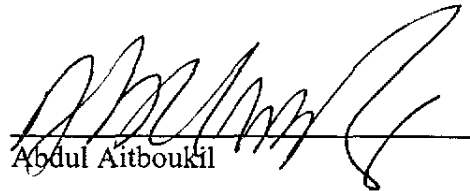
ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI
AMENDMENTS**

These Articles of Incorporation may be amended by a majority vote of the members of the Corporation at any annual meeting, or at any special meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on November 30, 2004.


Abdul Aitboukil

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity pursuant to F.S. 607.0501.


Lotfi Alaoui Belghiti

Date: November 30, 2004

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