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## TRANSMITTAL LETTER

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

SUBJECT: FLORIDA SMALL BUSINESS CHAMBER OF COMMERCE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: ALEJANDRO B. RODRIGUEZ  
Name (Printed or typed)

1401 WEST FLAGLER STREET, UNIT 201-A  
Address

MIAMI, FLORIDA, 33135  
City, State & Zip

305-3104639  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION  
*In Compliance with Chapter 617, F. S., (Not for Profit)*

OF  
FLORIDA SMALL BUSINESS CHAMBER OF COMMERCE, INC.

ARTICLE I

NAME

The name of the corporation shall be:

FLORIDA SMALL BUSINESS CHAMBER OF COMMERCE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address shall be:

1401 West Flagler Street, Suite 201-A, Miami, FL 33135

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is as follows:

This is a non-profit corporation organized solely for general charitable, purpose pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

In furtherance of these purposes the corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

The specific and primary purposes of the corporation are:

1. To organize and help businessmen, business woman and small businesses currently residing in the State of Florida, United States of America.
2. To promote the relationships between importers and exporters worldwide.
3. To establish communication and exchange services with other chambers of commerce and other non- profit organizations in the United States and overseas.
4. To publish information about businesses principally.
5. To teach new technologies and how to obtain business loans.

ARTICLE IV

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TALLAHASSEE, FLORIDA

The term of existence of the corporation is perpetual, starting on January 1<sup>st</sup>, 2006.

## ARTICLE V

### MEMBERSHIP

The corporation shall be a membership organization composed of those people hereinafter listed as the initial Board of Directors and all other persons or organization elected/selected for membership as provided in the by laws.

## ARTICLE VI

### MANNER OF ELECTION

The corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation in its By-laws, but in no event shall the Board of Directors of the corporation consist of fewer than three (3) directors. The initial Directors shall be Hector A. Torres, Alejandro B. Rodriguez and Victor L. Sierra, to serve until appointment of their successors. Subsequent elections of Directors shall be held at the annual meeting of the Board of Directors, with such elections held under the appropriate provisions of the Bylaws of the corporation. In the event that a vacancy occurs during the term of any Director or Directors on said Board of Directors of the Corporation, whether caused by resignation, removal or death of any such Director or Directors, or for any reason whatsoever, such vacancy shall be filled by an appointment for the remainder of such term by a majority vote carried by the Board of Directors. In the event of a stalemate, the presiding President will cast a deciding vote. Any Director or Directors on said Board of Directors of this corporation may resign by delivering a written notice of such resignation of the board of Directors.

## ARTICLE VII

### INITIALS DIRECTORS AND OFFICERS

The members of the Board of Directors and Officers are as follows:

Hector A. Torres  
President

Victor L. Sierra  
Vice-President

Alejandro B. Rodriguez  
V.P.-Secretary, Treasurer

## ARTICLE VIII

### EARNINGS AND ACTIVITIES

- 1.- No part of the net of the 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 apply reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

- 2.- 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate.
- 3.- Notwithstanding any provision of these articles, the corporation shall not carry on any other activities nor permitted to be carried on by a corporation exempt from Federal Income Taxes under section 501(c) (6) of the Internal Revenue Cod of 1954, as amended, and its regulations, as they now exist or as they exist or as they may hereafter be amended.
- 4.- Notwithstanding any other provision of these articles this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE IX

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying and making provision for the payment of all the liabilities of the corporation dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization which are described in Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, as the Board of Directors shall determine. Any 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 such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE X

### AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporation action that must be authorized of approved by the members of the corporation, By-Laws of the corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

## ARTICLE XI

### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## ARTICLE XII

### AMENDMENT OF ARTICLES

1.- Upon written notification, the Articles of Incorporation may be amended seventy-five percent (75%) vote of the members present at a special meeting called for the purpose by the Board of Directors, or a vote of seventy-five percent (75%) of the Board of Directors at any regular or special Board meeting.

2.- A special meeting to amend the Articles of Incorporation can only be covered if requested by fifty percent (50%) of the members in good standing or one of a majority of the Board of Directors.

## ARTICLE XIII

### INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Register Agent shall be Hector A. Torres, who is hereby familiar with and accepts the duties and responsibilities as registered agent for this corporation, and his address is 750 NW 18 Terrace, Suite 800, Miami, Florida 33136.

## ARTICLE XIV

### INCORPORATORS

The names of the incorporators shall be:

Héctor A. Torres  
750 NW 18 Ter. S. 800  
Miami, Florida 33136


Victor L. Sierra  
1401 W. Flagler St., 201 A  
Miami, Florida 33135.

Alejandro B. Rodríguez  
1401 W. Flagler St. 201 A  
Miami, Florida 33135.

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Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.

Signature:

  
Héctor A. Torres  
Registered Agent

Date:

11-19-2005

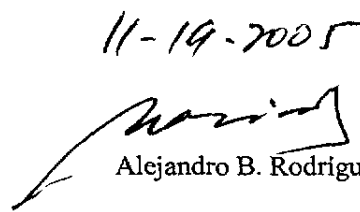
INCORPORATORS

Date:

Signature:

  
Héctor A. Torres

  
Victor L. Sierra

  
Alejandro B. Rodriguez

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