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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION**HONDURAS-USA CHAMBER OF COMMERCE, INC.**

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**ARTICLES OF INCORPORATION
OF
HONDURAS-USA CHAMBER OF COMMERCE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida "Not for Profit" Corporation.

The undersigned citizens of the United States of America, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: Honduras-USA Chamber of Commerce, Inc.

**ARTICLE II
PRINCIPLE OFFICE/MAILING ADDRESS**

The principle office and mailing address of the Corporation is:

7171 Coral Way
Suite # 309
Miami, FL 33155

**ARTICLE III
CORPORATE DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV
PURPOSE OF CORPORATION**

The corporation is organized exclusively to promote commercial relations between Honduras, the United States and other countries, to furnish information regarding investment opportunities among its affiliates, to open the door to new business opportunities and marketing development for entrepreneurs and to serve as a link between business leaders of all countries.

ARTICLE V NON-PROFIT PROVISIONS OF CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article IV hereof. 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI BOARD OF DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

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

Mariacela Rodas, President and Treasury
7171 Coral Way, Suite #309, Miami, FL 33155

Shirly Villalobos, Secretary
7171 Coral Way, Suite #309, Miami, FL 33155

ARTICLE VII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 VIII
INCORPORATORS**

The names and address of the Incorporators executing these Articles of Incorporation are:

Marianela Rodas
7171 Coral Way, Suite #309, Miami, FL 33155

Shirly Villalobos
7171 Coral Way, Suite #309, Miami, FL 33155

**ARTICLE IX
INITIAL REGISTERED AGENT AND OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Marianela Rodas

Initial Registered Office: 7171 Coral Way
Suite #309
Miami, FL 33155

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Marianela Rodas
Registered Agent


Marianela Rodas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, WE, the Incorporators, have executed these Articles
of Incorporation this 24TH day of AUGUST, 2007.


Mariamela Rodas
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State
aforesaid and in the County aforesaid to take acknowledgements, personally appeared
Mariamela Rodas who is either personally known to me or who produced a valid Driver's
License, executed the foregoing instrument as incorporators and acknowledged before me
that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24TH day
of AUGUST, 2007.


(Official Notary Public State of Florida)

LILLIAN SARDINAS
(Name of Notary Typed, Printed or Stamped)

My Commission Expires: JUNE 10, 2010

