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FLORIDA PROFIT/NON PROFIT CORPORATION

76TH ANNUAL US CONFERENCE OF MAYORS HOST COMMITTEE, INC .

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ARTICLES OF INCORPORATION
OF

76th ANNUAL US CONFERENCE OF MAYORS HOST COMMITTEE, INC.
(a Florida corporation not for profit)

The undersigned, acting as incorporator of 76th ANNUAL US CONFERENCE OF MAYORS HOST COMMITTEE, INC. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:
76th ANNUAL US CONFERENCE OF MAYORS HOST COMMITTEE, INC.

ARTICLE II. ADDRESS

The street address of the initial principal office and mailing address of the corporation is:

235 Catalonia Avenue
Coral Gables, Florida 33134

ARTICLE III. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for the purpose of serving as a not for profit trade association or business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code to (a) serve as the local committee to organize, promote higher business standards and better business methods and encouraging uniformity and cooperation throughout the United States through better communications of local governments and mayors.

ARTICLE IV. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Chapter 617 of the Florida Statutes or the corresponding provision of any future Florida Statutes, except to the extent such powers are limited by the following provisions of this Article IV:

- (a) The corporation shall not engage in any activities prohibited by Chapter 617 of the Florida Statutes or Section 501(c)6 of the Internal Revenue Code or the corresponding provisions of any future Florida Statutes or federal tax code.
- (b) No part of the assets or 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 in Article III of these Articles.

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c) The corporation shall not engage in a regular business of a kind ordinarily carried on for profit, or perform particular services for individual persons.

(d) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section. 501(c)(6) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE V. DIRECTORS

Initially, the corporation has three Directors. The manner in which the Directors are to be elected or appointed shall be stated in the Bylaws. The number of Directors of the corporation may be increased or diminished from time to time in accordance with the terms of the Bylaws, but shall never be less than three. The names and addresses of the individuals who are to serve as the initial Directors are as follows:

Rodney Barreto, President
235 Catalonia Avenue
Coral Gables, Florida 33134

Jose Cancela, Director
2655 South LeJeune Road
Suite 504
Coral Gables, Florida 33134

Francois Illas, Director
300 Aragon Avenue
Suite 375
Coral Gables, Florida 33134

No part of a business league's net earnings may inure to the benefit of any private shareholder or individual and it may not be organized for profit to engage in an activity ordinarily carried on for profit (even if the business is operated on a cooperative basis or produces only enough income to be self-sustaining).

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 235 Catalonia Avenue, Coral Gables, Florida 33134 and the name of the corporation's initial registered agent at that address is Rodney Barreto.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are as follows:

Rodney Barreto, President
235 Catalonia Avenue
Coral Gables, Florida 33134

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within 20 days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the corporation, its residual assets shall be distributed for one or more exempt purposes within the meaning of either section 601(c)(3) or section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any state or local 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 X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on December 26, 2007.


Rodney Barreto
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That 76th ANNUAL US CONFERENCE OF MAYORS HOST COMMITTEE, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 235 Catalonia Avenue, Coral Gables, Florida 33134 has named Rodney Barreto as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 26th day of December, 2007.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

76th ANNUAL US CONFERENCE OF MAYORS HOST COMMITTEE, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

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