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FLORIDA PROFIT/NON PROFIT CORPORATION

Miami Finance Forum, Inc.

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**ARTICLES OF INCORPORATION
OF
MIAMI FINANCE FORUM, INC.**

**Article I
NAME**

The name of the corporation is Miami Finance Forum, Inc. (hereinafter called the "Corporation").

**Article II
ADDRESS**

The address, including street and number, of the Corporation's principal place of business in the State of Florida is c/o Hogan & Hartson L.L.P., 1111 Brickell Avenue, Suite 1900, Miami, Florida 33131.

**Article III
DURATION**

The period of duration of the Corporation is perpetual, unless dissolved according to law.

**Article IV
CORPORATE NATURE**

The Corporation is a corporation not for profit organized pursuant to the Florida Not-for-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. The Corporation is organized on a non-stock basis.

**Article V
PURPOSES**

The purpose for which the Corporation is organized is to promote such common interests of its members as may qualify it as exempt from Federal income tax under Sections 501(c)(3) or (c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to promote and facilitate the common business interests of the finance industry in the State of Florida, to take all other appropriate action in furtherance of such purposes; and, consistent with the above, to exercise all powers available to corporations organized pursuant to Section 617.0202 of the Florida Not For Profit Corporation Act.

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Article VI
MEMBERS

The Corporation shall have members who shall have such rights as are set forth in the Bylaws. The qualification and admission of members of this Corporation shall be as provided in the Bylaws of the Corporation.

Article VII
MANAGEMENT

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors (not less than five), and the manner of choosing directors shall be fixed in the Bylaws.

Article VIII
REGISTERED AGENT

The address, including street and number, of the Corporation's initial registered office in the State of Florida is 11380 Prosperity Farms Road, 221E, Palm Beach Gardens, Florida 33410. The name of the Corporation's initial registered agent at such address is Corporate Creations Network, Inc.

Article IX
BYLAWS

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

Article X
RESTRICTIONS

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation,

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Sections 501(c)(3) or (c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make

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reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article V hereof.

(c) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article V hereof.

(d) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Sections 501(c)(3) or (c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

Article XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

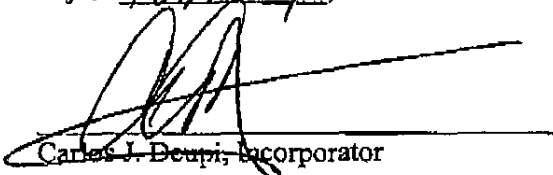
All directors and officers of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, incurred in connection with any legal proceedings or the settlement thereof in which they may become involved by reason of holding such office to the fullest extent permitted by law.

Article XII

INCORPORATOR

The name and address, including street number, of the Incorporator of the Corporation, is Carlos J. Deupi with any address c/o Hogan & Hartson L.L.P., 1111 Brickell Avenue, Suite 1900, Miami, FL 33131.

These Articles of Incorporation are hereby executed by the incorporator on this 12th day of February, 2008.



Carlos J. Deupi, Incorporator

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**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Miami Finance Forum, Inc., a Florida not for profit corporation.

Valerie Hawk

Corporate Creations Network, Inc., **Valerie Hawk, Asst. Secretary**
Registered Agent

2/12/08

Date

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