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Division of Corporations

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DIVISION OF CORPORATION

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FLORIDA PROFIT/NON PROFIT CORPORATION

HISPANIC CHAMBER OF COMMERCE OF NORTHERN AND SOUTHERN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HISPANIC CHAMBER OF COMMERCE OF
NORTHERN AND SOUTHERN FLORIDA, INC.**

A Florida Not For Profit Corporation

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is Hispanic Chamber of Commerce of Northern and Southern Florida, Inc. ("Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is c/o Nixon Peabody LLP, 7121 Fairway Drive, Suite 203, Palm Beach Gardens, Florida 33418.

ARTICLE III - PURPOSES

The Corporation is formed to operate exclusively as a business association under Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). More specifically, the purposes of the Corporation are to advance the general welfare and prosperity of membership, consisting of commercial and non-commercial Hispanic entities, foreign and domestic, community and individual persons doing business, and otherwise operating, in and/or within the State of Florida, so that these entities and persons prosper; to provide means of promotion for these entities and persons, and their particular economic, civic, commercial, cultural, industrial and educational interests; to engage in any lawful business in and for the advancement of its members, and, to operate as a not-for-profit corporation.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the By-laws.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the Corporation are:

Lazaro J. Mur, Esq.
c/o Nixon Peabody LLP
7121 Fairway Drive, Suite 203
Palm Beach Gardens, Florida 33418

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Lazaro J. Mur, Esq.
c/o Nixon Peabody LLP
7121 Fairway Drive, Suite 203
Palm Beach Gardens, Florida 33418

ARTICLE VII - TAX EXEMPTION PROVISIONS

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. No member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

The Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Code Section 501(c)(6), or cause it to lose such exempt status.

ARTICLE VIII - DISSOLUTION, LIQUIDATION

In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more organizations which qualifies to preserve the Corporation's exempt status and which will best accomplish the general purposes for which the Corporation was formed.

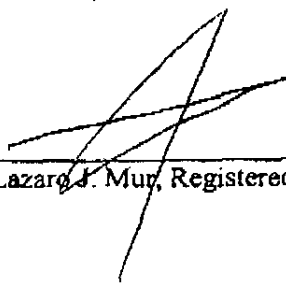
IN WITNESS WHEREOF, the undersigned has signed this certificate and hereby affirms it as true under penalties of perjury this 25th day of July, 2008.



Lazaro J. Mur, Incorporator

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been appointed as registered agent and to accept service of process for **HISPANIC CHAMBER OF COMMERCE OF NORTHERN AND SOUTHERN FLORIDA, INC.** ("Corporation") at the place described in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent.



Lazaro J. Mur, Registered Agent