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**FLORIDA PROFIT/NON PROFIT CORPORATION**

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**ARTICLES OF INCORPORATION  
OF  
THE SWEDISH-AMERICAN CHAMBER OF COMMERCE GREATER  
ORLANDO/TAMPA BAY, INC.**

**A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes ("Florida Not For Profit Corporation Act"), adopts the following articles of incorporation and states as follows:

**ARTICLE I  
CORPORATE NAME**

The name of the not-for-profit corporation shall be THE SWEDISH-AMERICAN CHAMBER OF COMMERCE GREATER ORLANDO/TAMPA BAY, INC. (hereinafter the "Corporation").

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The initial principal office and mailing address of the Corporation shall be 4500 - 140th Avenue North #101, Clearwater, FL 33762.

**ARTICLE III  
DURATION**

This Corporation shall have perpetual existence unless sooner dissolved by law.

**ARTICLE IV  
DEFINITIONS**

All capitalized terms used but not otherwise defined in these Articles of Incorporation shall have the same definitions and meanings as the context requires, unless herein provided to the contrary.

**ARTICLE V  
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Corporation shall commence at the time these Articles of Incorporation are filed with the Division of Corporation of the Department of State of the State of Florida.

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## ARTICLE VI PURPOSES AND POWERS

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act. The specific purpose of this Corporation is to promote trade and commerce between the nations of Sweden and the United States, and more particularly the State of Florida. The Corporation is intended to qualify as, and exempt from, federal taxation under Section 501(c)(6) of the Internal Revenue Code, and is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any private individual. However, 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 this Article VI.

The powers of the Corporation that may be exercised by the Board of Directors are:

1. To facilitate and coordinate business contacts between Florida and Sweden; to promote the opportunities of bilateral trade through marketing and networking; to provide assistance in bridging the cultural differences in doing business in Sweden and the United States; and
2. All powers enumerated in Section 617.0302 of the Florida Statutes in effect on the date of commencement of the corporate existence of the Corporation, and any other powers subsequently included in that section or any other section of the Florida Statutes which enumerates powers that a non-profit corporation may have.

The foregoing enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Corporation that may be granted by applicable law and any amendments thereto; provided, however, said powers and authorities shall be exercised only in furtherance of and in a manner consistent with the purposes stated above.

## ARTICLE VII BOARD OF DIRECTORS

1. Number and Qualifications. The business and affairs of the Corporation shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be seven (7). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but in no event shall there be less than three (3) Directors.
2. Duties and Powers. All of the duties and powers of the Corporation existing under the Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Members only when such approval is specifically required.
3. Election; Removal. The initial Directors shall be elected or appointed by the incorporator. All Directors other than the initial Directors shall be elected or appointed in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be

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removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

#### **ARTICLE VIII OFFICERS**

The affairs of the Corporation shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected and removed and vacancies filled as provided in the Bylaws.

#### **ARTICLE IX MEMBERSHIP**

The initial and sole member of the Corporation shall be the undersigned incorporator. Thereafter, the membership shall be determined in accordance with the procedures provided in the Bylaws.

#### **ARTICLE X AMENDMENT**

Amendments to these Articles of Incorporation shall be made in the following manner:

1. Proposal. Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
2. Adoption. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than sixty percent (60%) of the Members, if any. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by at least sixty percent (60%) vote of all the Members.
3. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights of Members, nor any changes in the Articles of Incorporation hereof entitled "PURPOSES AND POWERS" and "INDEMNIFICATION," respectively, without the approval in writing of all Members.
4. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

#### **ARTICLE XI BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, rescinded in the manner provided in the Bylaws.

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## ARTICLE XII INDEMNIFICATION

In addition to the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), the Corporation shall further and specifically indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything herein to the contrary, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1415 Saffron Way, Trinity, Florida 34655, and the name of the initial registered agent of the Corporation at said address is Lillemor Hanson.

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#### **ARTICLE XIV DISSOLUTION**

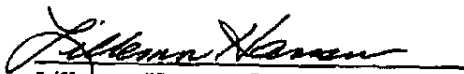
Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the United States 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 XV INCORPORATOR**

The name and address of the Incorporator is:

Lillemor Hanson  
1415 Saffron Way  
Trinity, Florida 34655

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 26th day of February, 2009.

  
Lillemor Hanson, Incorporator

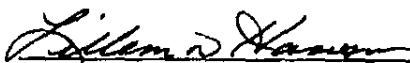
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### CERTIFICATE OF ACCEPTANCE

In compliance with the laws of Florida, the following is submitted:

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.

Dated this 26th day of February, 2009.



Lillernor Hanson  
Registered Agent

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