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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PORTUGAL-FLORIDA CHAMBER OF COMMERCE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David da Silva Cornell
Name (Printed or typed)
Tew Cardenas LLP
1441 Brickell Ave., 15th Floor
Address
Miami, FL 33131
City, State & Zip
305-776-1439
Daytime Telephone number
dsdscornell@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
PORTUGAL-FLORIDA CHAMBER OF COMMERCE, INC.**
(a Florida not-for-profit corporation)

ARTICLE I - NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of the corporation shall be Portugal-Florida Chamber of Commerce, Inc. (the "Chamber"). The address of the principal office and the mailing address of the Chamber is c/o Tew Cardenas LLP, 1441 Brickell Avenue, 15th Floor, Miami, Florida 33131.

ARTICLE II - AUTHORITY

The Chamber is organized pursuant to the Florida Corporations Not-for-Profit law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - PURPOSE

The Chamber is organized exclusively as a chamber of commerce within the meaning of Section 501(c)(6) of the Internal Revenue Code to work with businesses and individuals in Florida and in Portugal to promote and stimulate trade, investment, business development, and cultural, educational, and social ties and exchanges between Portugal and Florida, as well as the economic, cultural, educational, and social development of the ethnic Portuguese communities of Florida.

This general purpose shall be advanced through activities including, but not limited to, the following:

(1) establishing a united group of Portuguese-American and Portuguese business persons and other people interested in the development of trade, investment, business, and cultural, educational, and social ties and exchanges between Portugal and Florida;

(2) encouraging throughout Florida the establishment of trade, investment, business development, and cultural, educational, and social ties and exchanges with Portugal, and encouraging throughout Portugal the establishment of trade, investment, business development, and cultural, educational, and social ties and exchanges with Florida;

(3) assisting and supporting the establishment by Portuguese companies and individuals of new businesses in Florida and the establishment by Florida companies and individuals of new businesses in Portugal;

(4) assisting and supporting Florida-based businesses owned by Portuguese-Americans, or by Portuguese resident in the United States, to achieve their full potential;

(5) offering seminars in Portugal and Florida to promote commerce and/or cultural exchange;

(6) organizing business trips to Portugal for Florida-based members, and to Florida for Portugal-based members, for members to actively experience the business climate of the other area and make business contacts there;

(7) cooperating on business and cultural projects with other chambers of commerce, social associations, foundations, universities, and other not-for-profit entities, as well as governmental or quasi-governmental agencies or institutions, relating to (a) Portugal or any other(s) of the full-member or associate-member countries/regions of the Comunidade dos Países da Língua Portuguesa (i.e., the Community of Portuguese-Language Countries; "CPLP"); (b) communities of Portuguese descent ("Luso-Descendant" communities) or of Portuguese language ("Lusophone" communities) in Florida, elsewhere in the United States, or elsewhere around the world; or (c) Florida, any of its counties or municipalities, or any of its ethnic or other communities;

(8) offering to members, and to other interested persons and entities, opportunities for business and social networking with members and with invited dignitaries and guests interested in advancing one or more of the purposes of the Chamber, and publishing a directory of members of the Chamber to assist in such networking;

(9) participating in trade shows, fairs, conferences, symposia, and other commercial, social, or academic events relevant to the general purpose of the Chamber;

(10) providing Chamber members and members of Florida's Portuguese, Luso-Descendant, and Lusophone communities with information on political, legal, and public policy issues of relevance to them and, in connection with the political process and the development of law and public policy, advocating for their interests before elected and appointed government officials and governmental agencies;

(11) advocating for and advancing the visibility and the socio-economic development of Florida's Portuguese and Portuguese-American communities and promoting the preservation, development, and awareness in Florida of Portuguese, Luso-Descendant, and Lusophone heritage, arts, language, literature, music, and culture, including especially providing support for Portuguese language programs in Florida that teach European Portuguese (i.e., Portuguese as spoken and written in Continental or Insular Portugal), and for other educational or academic programs in Florida regarding the language and literature of Luso-Descendants and Lusophones around the world, but especially pertaining to the language and literature of Continental Portugal, the Azores, Madeira, or Portuguese-Americans;

(12) promoting the awareness in Portugal of Florida heritage, arts, music, literature, and culture;

(13) recognizing the accomplishments of Chamber members; of other individuals and businesses that advance trade, investment, business development, or cultural, educational, or social ties and exchanges between Portugal and the United States, and especially between Portugal and Florida; and of individuals and organizations from Florida's Portuguese, Portuguese-American, and Lusophone communities;

(14) promoting higher education and the fields of culture, literature, music, and the arts through the granting of scholarships and fellowships, whether to individual members of Florida's Portuguese, Portuguese-American, and Lusophone communities or to other individuals who help advance the general purpose of the Chamber; and

(15) pursuing any other purpose, program, or project necessary and proper in furtherance of the Chamber's purposes.

Solely for the above purposes, the Chamber is empowered to exercise all rights and powers conferred by the laws of the State at Florida upon not-for-profit corporations including, but without limitation thereon, to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest and reinvest the principle or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Chamber shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code and/or as an organization described in Section 501(c)(6) of such Code.

ARTICLE IV - QUALIFICATION OF MEMBERS

The membership of this Chamber shall consist of such persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of the

Chamber shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of the Chamber. Members of the Chamber shall not be personally liable for the debts, liabilities or obligations of the Chamber, and shall not be subject to any assessments.

ARTICLE V - OFFICERS

1. The officers of the Chamber shall be a President, Secretary, Treasurer and such other officer(s) as may be provided in the Bylaws.
2. The officers shall be elected and hold office as provided in the Bylaws.
3. The titles, names, and addresses of the initial officers of the Chamber are as follows:

President and Secretary:

David da Silva Cornell, Esq.
Tew Cardenas LLP
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

Vice President and Treasurer:

Pedro Forte
International Advisors (USA) Inc.
7441 Wayne Avenue, Suite 4E
Miami Beach, Florida 33141

ARTICLE VI - INCORPORATOR

The name and address of the sole incorporator of the Chamber is:

David da Silva Cornell, Esq.
Tew Cardenas LLP
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

ARTICLE VII - BOARD OF DIRECTORS

1. The number of directors of the Chamber shall be a minimum of three (3) and a maximum of thirty (30), which number may be increased or decreased from time to time, by amendment to, or in the manner provided in, the Bylaws, but shall never be less than three (3).

2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

3. The names and addresses of the initial members of the Board of Directors are as follows:

Joaquim Brás
President
Moises Bakery
7310 Collins Avenue
Miami Beach, Florida 33141

Kyra Bruning
Administrator
Oi Offices LLC
777 NW 72nd Avenue
Miami, Florida 33126

Alberto M. Carvalho
Superintendent of Schools
Miami-Dade County Public Schools
1450 N.E. Second Avenue, Suite 912
Miami, Florida 33132

David da Silva Cornell, Esq.
Partner
Tew Cardenas LLP
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

Diogo Figueiroa
Trade Finance Officer
Espírito Santo Bank
1395 Brickell Avenue, 4th Floor
Miami, Florida 33131

Pedro Forte
President
International Advisors (USA) Inc.
7441 Wayne Avenue, Suite 4E
Miami Beach, Florida 33141

Carlos Silva
President
ARSAL International
2050 Coral Way, Suite 203
Miami, Florida 33145

ARTICLE VIII - BYLAWS

1. The Chamber may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it deems necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States of America.

2. Upon proper notice, the Bylaws may be amended, altered or rescinded as provided by the Bylaws.

ARTICLE IX - AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE X - REGISTERED AGENT

1. The name and address of the corporation's registered agent in the State of Florida, whose consent to appointment as registered agent accompanies these Articles of Incorporation, is:

David da Silva Cornell, Esq.
Tew Cardenas LLP
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

ARTICLE XI - TAX EXEMPT-STATUS

No part or the net earnings or property of the Chamber shall inure to the benefit of or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(6) or the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law), director, officer, or other private persons, except that the Chamber shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth in Article II hereof. The Chamber shall not have the power to declare dividends. No substantial part of the activities of the Chamber shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Chamber shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these Articles, the Chamber shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

ARTICLE XII - MEETINGS

1. The annual meeting for the election of the Board of Directors shall be held as provided in the Bylaws.
2. The Chamber may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Chamber, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), 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 the Circuit Court of the county in which the principle office of the Chamber 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 XIV - INDEMNIFICATION

The Chamber shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of PORTUGAL-FLORIDA CHAMBER OF COMMERCE, INC., this 24th day of February, 2010.

**PORTUGAL-FLORIDA CHAMBER OF
COMMERCE, INC.**

By: David da Silva Cornell
David da Silva Cornell

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CONSENT OF REGISTERED AGENT
OF
PORTUGAL-FLORIDA CHAMBER OF COMMERCE, INC.

The undersigned, DAVID da SILVA CORNELL, whose business address is c/o Tew Cardenas LLP, 1441 Brickell Avenue, 15th Floor, Miami, Florida 33131, hereby accepts appointment as the initial registered agent of PORTUGAL-FLORIDA CHAMBER OF COMMERCE, INC., a Florida corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.


David da Silva Cornell

Date: February 24, 2010

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