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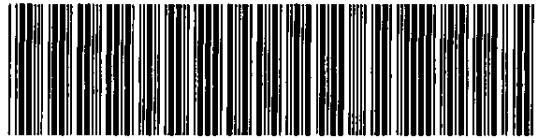
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 OCT 13 AM 11:30

FILED

J. Stivers OCT 14 2010

610-20771

COVER LETTER

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

SUBJECT: Romanian - American Chamber of Commerce of Florida, 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: OVIDIU T. LEBADA

Name (Printed or typed)

1581 NW 132 Ave.

Address

PEMBROKE PINES, FL 33028

City, State & Zip

954-594-2409

Daytime Telephone number

lebadausa@comcast.net

E-mail address: (to be used for future annual report notification)

FILED
2010 OCT 13 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION OF
ROMANIAN - AMERICAN CHAMBER OF COMMERCE, INC.
(A FLORIDA CORPORATION, NOT FOR PROFIT)**

FILED
2010 OCT 13 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of the undersigned, desiring to form a Not For Profit Corporation under the Non-Profit Corporation Law of State of Florida (Chapter 617, F.S. - Not For Profit), do hereby certify and submit the following Articles of Incorporation:

ARTICLE I: NAME AND LOCATION OF PRINCIPAL OFFICE

The name of this Corporation is ROMANIAN-AMERICAN CHAMBER OF COMMERCE, INC., a Florida corporation, Not For Profit. This Corporation will be further referred to in the Bylaws also as the "Chamber.", "Romanian-American Chamber". The principal place of business and mailing address of this Corporation shall be at 1581 NW 132 Avenue, Pembroke Pines, FL 33028, with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II: TERM

The time of commencement of the business of this Corporation shall be immediately upon the filing of these Articles of Incorporation and shall exist perpetually until dissolved by due process of law.

ARTICLE III: PURPOSE

The Corporation is organized under and by virtue of the laws of the State of Florida concerning nonprofit corporations and shall have and may exercise all of the rights, powers, privileges, and immunities granted to such corporations by those laws, as amended from time to time, subject to the restrictions and limitations contained in these Articles. The foregoing enumeration of purposes and objects shall not limit or restrict in any manner the pursuit of other purposes and objects, or the exercise of other and further rights and powers that may now or hereafter be permitted or provided by law.

The purposes for which this Corporation is formed are as follows:

- (1) To develop, encourage, promote and protect the domestic and international commercial, professional, financial, and general business interests by (a) serving as the leading pro-business organization to ensure all programs and services effectively contribute to the future growth of the Romanian-American Business Community; (b) preserving the competitive enterprise system; (b) providing leadership on major economic, social, and political issues; (c) directing member resources toward important community issues; (d) engaging in all other activities permitted under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.
- (2) To provide a forum for the expression of the sentiments of the Romanian -American Business Community regarding matters affecting its domestic and international interests; to cooperate in all matters of interest to the public and professional people of the community and environs; to develop, create and promote civic interests and general health and welfare; to create and maintain higher standings in business dealings; to correct domestic and international trade abuses; to compile and distribute information to its members for their benefits; to aid and protect its members and to do all things that are properly within the scope of such an association for the welfare of its community and members.
- (3) To promote and preserve the practice of sound business ethics; to promote domestic and international trade and commerce and to foster, develop, protect and cultivate social, educational and business relationships between the members; to broaden the interest in the pursuit of occupation and profession; to encourage among the members a closer personal acquaintance and friendly spirit of mutual domestic and international cooperation; to gather, receive and disseminate such information as may seem helpful to the members; to interchange ideas in rendering mutual assistance and to present helpful vocational service to and guidance of such vocations.
- (4) To purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose of real and personal property necessary and proper for the carrying out of the purposes of this Corporation as the Board of Directors may, in their discretion deem wise.

(5) To erect, equip, and maintain public buildings and other appropriate civic buildings as the Board of Directors, in their discretion deem wise; to publish and circulate publications of any kind and description; to invest surplus funds in such securities and properties as the Board of Directors may from time to time determine; to assist in any other matters pertaining to the welfare and advancement of its members and for the attainment of the highest order of civic ideals.

(6) To collect, arrange, qualify and display industrial, agricultural, manufacturing and other diverse resources of the community and its environs; to build or lease a community building and to suitable furnish the same for the reception and entertainment of the public and for the display of expositions.

(7) To receive and accept contribution, gifts, and grants from any person, firm association, or Corporation, or any municipality, political body, or governmental agency or authority.

(8) To acquire, take by gift, purchase, devise or bequest, real and personal property for the proper appropriation in the exercise of its powers: and may lease, mortgage and dispose of real and personal property including the right to take, hold and dispose of shares of stock in other corporations.

(9) To enter into domestic and international contracts and to adopt By-Laws and make all rules and regulations deemed necessary and expedient for the management of this Corporation in such manner as may be provided in the By-Laws, to do any and all things related to and in connection with the carrying out of the object and purpose herein above set forth, to do any and all other business, acts, and things as may be allowed under the laws of Florida and according to its Constitution and Bylaws.

The objectives specified herein above shall be construed both as purposes and powers and shall be in no way limited or restricted by reference to or inference from their terms of any other clause in this Article or any other of these Articles.

ARTICLE IV: ACTIVITIES NOT PERMITTED

This Corporation shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V: DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of this Corporation shall inure to the benefit of any members director or officer of the Corporation or any private individual, (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Notwithstanding the foregoing, the Corporation may make distributions to, or for the benefit of, the Class B Member of the Corporation, Hungarian International Tabernacle Center, Inc., a Florida corporation, not for profit.

In the event of dissolution, the residual assets of this Corporation will be turned over to the Class B Member, or if such corporation shall no longer exist, to one or more organizations which themselves are exempt as organizations described in Section 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future United States Internal Revenue law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE VI: MANAGEMENT OF CORPORATE AFFAIRS

The Corporation shall have all corporate powers outlined in the Florida Nonprofit Corporation Act, Chapter 617, Florida Statutes, as amended from time to time (the "Act"), and subject to the provisions and limitations of the Act and any limitations in the Articles of Incorporation and Bylaws.

Board of Directors. All corporate powers of this Corporation shall be exercised, its properties controlled, and its activities, business and affairs managed and conducted by a Board of Directors (or Board of Governors). Directors shall be elected in accordance with the Constitution. The Board of Directors shall have and exercise all the powers of the Corporation and shall make, subject to any limitations contained in these Articles of Incorporation or the bylaws, all bylaws, rules, and regulations for the governing of the Corporation, the management of its affairs and the election of its officers. The Board of Directors may repeal, alter or amend, subject to any limitations contained in these Articles of Incorporation or the bylaws,

such bylaws, rules, and regulations as the board of directors deems proper for the management of the affairs of the Corporation.

The initial number of directors shall be three (3), each of whom shall serve for the terms prescribed in the bylaws of the Corporation and until their successors are elected and qualified, unless they resign or are removed in accordance with the bylaws. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the articles of incorporation or the bylaws, but the corporation must never have fewer than three (3) directors. No decrease in number shall have the effect of shortening the term of any incumbent director. The directors of the Corporation shall be elected or appointed and serve for terms as regulated by the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the directors so to act. Such a statement shall be prima facie evidence of such authority.

Class B Member. All actions of the members, the Board of Directors, the Executive Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation shall be subject to the prior approval of the Class B Member of the Corporation, Hungarian International Tabernacle Center, Inc., a Florida corporation, not for profit, including, without limitation, the selection of nominees and the election, selection, approval or removal of directors, officers and members. All powers and authority of the members, the Board of Directors, the Executive Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation may be exercised instead by the Class B Member in its sole and absolute discretion.

ARTICLE VII: LIABILITY FOR CORPORATE DEBTS AND INDEMNIFICATION

(1) The private property of the members of directors shall not be subject to the payment of corporate debts to any extent whatsoever.

(2) Every person who now is or hereafter shall be a director or officer, his heirs, executors and administrators of the Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonable incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which she or he is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not she or he is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon her or him) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been negligent in the performance of her or his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII: MEMBRESHIP

All persons, firms and corporations interested in the economic well-being of the United States of America and Romania, or who desire to preserve and promote any of the objectives of the Corporation, shall be eligible for membership as Class A Members of the Corporation. All applications for Class A membership shall be in writing to the Corporation, said application constituting an agreement on the part of the applicant, if selected, to adhere to all Bylaws, policies and procedures adopted by the Board of Directors for the Corporation. The admission of an applicant to Class A membership shall be approved by the Board of Directors in such manner as is provided by the Bylaws. Class A Members shall have the rights and duties of "members" set forth herein and in the Bylaws, except for those rights that are reserved to the Class B Member. Any Class A Member may resign from the Corporation upon written notice to the Board of Directors.

The Class B Member of the Corporation shall be Hungarian International Tabernacle Center, Inc., a Florida corporation, not for profit. The Class B Member shall have the rights, but not the duties, of a Class A Member set forth in herein and in the Bylaws. In addition, all actions of the Class A Members, the Board of Directors, the Executive Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation, shall be subject to the prior approval of the Class B Member, including, without limitation, the selection of nominees and the election, selection, approval or removal of directors, officers and Class A Members. All powers and authority of Class A Members, the Board of Directors, the Executive Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation may be exercised instead by the Class B Member, in its sole and absolute discretion.

ARTICLE IX: BYLAWS

The Board of Directors of this Corporation may adopt such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by a majority vote of the directors present at any regular or special meeting called for that purpose, except that the Board of Directors may not make or alter any bylaws fixing their number, qualifications, selection, or term of office.

Any Bylaw changes are subject to any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by members of the Corporation. Any Bylaw amendment must be approved by the Class B Member before taking effect. In addition, and notwithstanding the foregoing, the Bylaws may be amended by action of the Class B Member, in its sole discretion.

ARTICLE X: AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and, upon such proposal, shall be presented for adoption by a majority vote of the members present at the next Annual Meeting of the Corporation or at a special meeting called for that purpose, provided that for any meeting so called, at least twenty (20) days notice in writing shall be given to such members, of the fact that an

amendment to the Articles of Incorporation is to be considered and that the context of any such amendments shall be stated in such notice. Any amendment to the Articles of Incorporation must be approved by the Class B Member in order for the amendment to be adopted. In addition, and notwithstanding the foregoing, the Articles of Incorporation may be amended by action of the Class B Member, in its sole discretion, without the recommendation of the Board of Directors or the approval of the Class A Members.

ARTICLE XI: INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the persons constituting the Board of Directors are as follows:

President: Ovidiu T. Lebada, 1581 NW 132 Avenue, Pembroke Pines, FL 33028

Vice-President: Elvira Lebada, 1581 NW 132 Avenue, Pembroke Pines, FL 33028

Treasurer: Roland Lebada, 1581 NW 132 Avenue, Pembroke Pines, FL 33028.

ARTICLE XII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the registered agent of this Corporation is:

Ovidiu T. Lebada, 1581 NW 132 Avenue, Pembroke Pines, FL 33028

ARTICLE XIII: INCORPORATOR

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

Ovidiu T. Lebada, 1581 NW 132 Ave, Pembroke Pines, FL 33028.

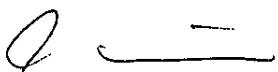
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



OVIDIU T. LEBADA
Signature/Registered Agent

10/02/2010
Date



OVIDIU T. LEBADA
Signature/Incorporator

10/02/2010
Date