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State of Florida Department of State

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CAMARA AMERICANA-PARAGUAYA DE COMERCIO, INDUSTRIA
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J. Shivers SEP 30 2011

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ARTICLES OF INCORPORATION
OF
CAMARA AMERICANA-PARAGUAYA DE COMERCIO, INDUSTRIA Y
TURISMO, INC.
(A Florida Corporation, not for profit)

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a corporation not for profit.

ARTICLE I **NAME**

The name of the corporation shall be Cámara Americana-Paraguaya de Comercio, Industria y Turismo, Inc. (hereinafter the "Corporation").

ARTICLE II **PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be: 25 S.E. 2nd. Avenue - Suite 705 - Miami, FL 33131.

ARTICLE III **PURPOSE**

This Corporation is formed for the purposes of (a) serving as the leading source of contact concerning business opportunities for the Paraguayan entrepreneurs in the State of Florida; (b) serving as the leading organization to promote exports and imports from and to the Republic of Paraguay; (c) providing leadership on major economic, social, and political issues concerning the relationship between businesses in Florida and the Republic of Paraguay; (d) directing member resources toward important community issues; (e) 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.

ARTICLE IV **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent shall be: **Horacio Sosa, Esq., 8551 W. Sunrise Blvd., Suite 208, Plantation, Florida 33322.**

ARTICLE V **DIRECTORS**

The names and street addresses of the initial directors of the corporation shall be:

Alejo Barca, Director	25 S.E. 2nd. Ave., Ste. 705, Miami, FL 33131
Jose Luis Sanchez, Director	25 S.E. 2nd. Ave., Ste. 705, Miami, FL 33131
Sara Versan, Director	25 S.E. 2nd. Ave., Ste. 705, Miami, FL 33131
Evelina Lowenthal, Director	25 S.E. 2nd. Ave., Ste. 705, Miami, FL 33131
Sandra Thompson, Director	25 S.E. 2nd. Ave., Ste. 705, Miami, FL 33131

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ARTICLE VI MANNER OF ELECTION

6.1 Number and Qualification. The property, business, and affairs of the Corporation will be managed by a board consisting of the number of directors determined in the manner provided by the Bylaws but which will consist of not less than three (3) directors.

6.2 Duties and Powers. All of the duties and powers of the Corporation existing under Florida laws, these Articles and the Bylaws will be exercised exclusively by the Board of Directors and its agents, contractors, or employees.

6.3 Election Removal. Directors of the Corporation will be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws.

ARTICLE VII LIABILITY AND INDEMNIFICATION

No director or officer of the Corporation shall be personally liable for the payment of the debts of the Corporation except as such director or officer may be liable by reason of his or her own conduct or acts; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provisions of the Internal Revenue Code applicable to corporation described in Section 501(c)(6).

Subject to the provisions of the previous paragraph, the Corporation shall indemnify every director or officer, his or her heirs, executors, and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit, or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a trustee or officer of the Corporation.

This indemnification is being given since the Directors will be requested to act by Corporation for the Corporation's benefit. This indemnification shall be exclusive of other rights to which a director may be entitled.

ARTICLE VIII RESTRICTIONS

8.1 The activities of this Corporation shall be restricted by the provisions of the Internal Revenue Code for business leagues, by this Articles of Incorporation, and by the Bylaws.

8.2 The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code section 4942, or the corresponding provisions of any future United States internal revenue law.

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8.3 The Corporation will not engage in any act of self-dealing as defined in Internal Revenue Code section 4941(d), or the corresponding provisions of any future United States internal revenue law.

8.4 The Corporation will not retain any excess business holdings as defined in Internal Revenue Code section 4943(c), or the corresponding provisions of any future United States internal revenue law.

8.5 The Corporation will not make any investments in a manner that would subject it to tax under Internal Revenue Code section 4944, or the corresponding provisions of any future United States internal revenue law.

8.6 The Corporation will not make any taxable expenditures as defined in Internal Revenue Code section 4945(d), or the corresponding provisions of any future United States internal revenue law.

ARTICLE IX BYLAWS

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, or repeal from time to time, the Bylaws of the Corporation.

ARTICLE X AMENDMENTS

The Corporation reserves the right to amend, alter, or repeal any provisions contained in these Article of Incorporation in any manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(6) of the Internal Revenue Code, nor shall the purposes of the Corporation as contained in these ARTICLES OF INCORPORATION be amended except by the unanimous vote of the Board of Directors.

ARTICLE XI MISCELLANEOUS

All general or specific references to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding section of any future tax law. Similarly, any general or specific references to the laws of the State or Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

