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13 SEP 18 PM 1:56

9/26/13

## COVER LETTER

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

SUBJECT: Federation of Polish Chambers & Business  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)  
Councils, Inc.

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:

Jorge E. Blanco, P.A.  
Name (Printed or typed)

1401 Ponce de Leon Blvd suite  
Address  
202

Coral Gables, FL 33134.  
City, State & Zip

(305) 444-0044  
Daytime Telephone number

leszek@mhr1stop.com.  
E-mail address: (to be used for future annual report notification)

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 SEP 18 PM 1:56

**ARTICLES OF INCORPORATION OF  
FEDERATION OF POLISH CHAMBERS & BUSINESS COUNCILS, INC.  
A FLORIDA NONPROFIT CORPORATION**

13 SEP 18 PM 1:56

Articles of incorporation of: **FEDERATION OF POLISH CHAMBERS & BUSINESS COUNCILS, INC.** The undersigned, desiring to form a Non-Profit Corporation under Chapter §617, Florida Statutes, the Non-Profit Corporation law of the State of Florida, do hereby certify:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be: **FEDERATION OF POLISH CHAMBERS & BUSINESS COUNCILS, INC.** The mailing address and the principal office of the corporation shall be as follows: 1401 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134

**ARTICLE II  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for educational, charitable, and religious purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

**ARTICLE III  
EFFECTIVE DATE AND DURATION**

This corporation shall have perpetual existence beginning on:

**Date of incorporation.**

**ARTICLE IV  
GENERAL AND SPECIFIC PURPOSE**

The specific and primary purposes for which the corporation is formed are:

Exclusively for charitable, educational, religious, and purposes more specifically as follows:

**JORGE E. BLANCO, P.A.  
1401 Ponce De Leon Blvd., #202  
Coral Gables, Florida 33134  
Telephone No.: (305) 444-0044  
Florida Bar No.: 197807**

a) To promote participation in a free, fair and open world economy and international exchanges in order to achieve greater global prosperity, and peace among nations.

b) To promote, encourage, develop, and foster international cooperation between trade organizations, to promote international trade, to stimulate the exchange of educational, intellectual cultural, and commercial services and investments; to enlist and induce diverse state chambers of commerce and other trade organizations to work together to achieve the common goals of enhanced commercial, technological, educational, and scientific trade in an open world economy.

c) To create common networks and exchanges among Polish Chambers of Commerce and Business Councils, in the various U.S. states and corresponding organizations in Poland, to further participation of Poland and Polish diaspora in an open world economy.

d) To oppose protectionism practices and regulations, in order to expand the international flow of goods, services, and technology; to counsel trade organizations on international trade issues, promote high standards of equity and good faith in international business relations; to promote a free market economy system based on the principles of free and fair competition.

e) To do anything necessary and proper for the accomplishment of the purposes for which the corporation is created.

This corporation may further describe the organizational vision, and expound on the specific purposes of this corporation by the creation of a mission statement to be elaborated by the Board of Directors and ratified by the Founders' Council, which will guide, and distinguish this corporation, and provide specific goals and standards by which progress will be measured.

This corporation shall be organized and operated exclusively for the above stated purposes, and for other non-profit purposes and no part of any net earning shall inure to the benefit of any private member.

## ARTICLE V

### MANAGEMENT OF CORPORATE AFFAIRS

a) BOARD OF DIRECTORS- The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors which will be overseen by the Founders' Council. The number of the Directors of the corporation shall be no more than eight (8), initially consisting of the President, four Senior Vice-Presidents, Treasurer and Secretary, provided, however, that such number may be changed by a bylaw duly adopted by the members. The President of the corporation shall act as Chairman of the Board of Directors, and shall be elected on

a bi-annual basis by a majority vote of the Founders' Council. The initial President and Chairman of the Founders' Council shall be LESZEK LADOWSKI, as hereinafter designated, in his capacity as President of the Polish American Chamber of Commerce of Florida and the Americas, Inc..

(i) The Founders' Council shall be permanently comprised of the eight founding organizations which appear as organizers and signatories to these Articles of Incorporation. Each of the eight founding organizations shall designate and appoint its representative to the Founders' Council on a yearly basis at its annual meeting. The persons signing as organizers shall hold their seats on the initial Founders' Council without term limitation, until such time as each of the founding organizations designate a successor representative.

(ii). The Directors named herein as the first Board of Directors shall hold office for a term of two years, until the second annual meeting, at which time an election of Directors shall be held.

The Directors elected at the second annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the second annual meeting of member following the election of Directors and until the qualification of the successors in office. The Founders' Council shall have the authority by way of affirmative majority vote, to change the term of service of the Board of Directors. The annual meeting shall be held at the corporation's principal office, on the first Monday of September of each year, at 3:00 P.M., or at such place and time as the Board of Directors may designate from time to time by resolution.

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

LESZEK LADOWSKI - 8141 SW 170 Terrace, Miami, FL 33157

PIOTR MONCARZ - US-Polish Trade Council, 2479 East Bayshore Road, Suite 706, Palo Alto, Ca.

ERIC STEWART - 701 8<sup>th</sup> St. NW, Suite 500, Washington, DC 20001

ROBERT NIZIOL - 26 Chestnut Ridge Road 117 Montvale, NJ 07645

b) CORPORATE OFFICERS. The Board of Directors shall elect the following officers: President, Four Senior Vice-Presidents, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect. Initially such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the persons hereinabove listed, shall serve as corporate officers:

#### ARTICLE VI EARNING & ACTIVITIES OF CORPORATION

a) No part of the net earnings of the corporation shall inure to the benefit of, or be

distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

e) Notwithstanding any other provision of these articles, this organization shall not become an association of parochial Polish organizations providing mutual support and strength through numbers, but rather an association, or federation of organizations, and chambers, with a focus on enhancing and promoting the specific stated purposes appearing in these articles.

## ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VIII MEMBERSHIP

(a) The corporation shall have one class of members and no more than one membership may be held by any one organization, the rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(a) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors, and ratification by the Founders' Council.

ARTICLE IX  
SUBSCRIBERS

The names and residence addresses of the Subscriber of this corporation are as follows:  
LESZEK LADOWSKI - 8141 SW 170 Terrace, Miami, FL 33157.

ARTICLE X  
BYLAWS AND AMENDMENTS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors and ratification by a simple majority of the Founders' Council, or by following the procedure set forth therefor in the Bylaws.

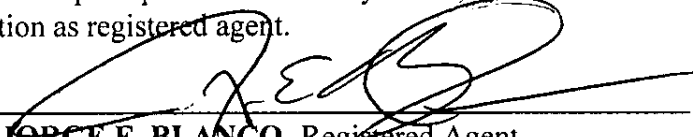
ARTICLE XI  
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the pursuance of the purposes outlined in paragraph IV and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereon, or to the benefit of any private individual.

ARTICLE XII  
REGISTERED AGENT AND REGISTERED OFFICE

The address of the corporation's initial registered office shall be 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida 33134 the name of its registered agent at said address is:  
JORGE E. BLANCO, ESQ..

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
JORGE E. BLANCO- Registered Agent


ARTICLE XIII  
AMENDMENT OF ARTICLES

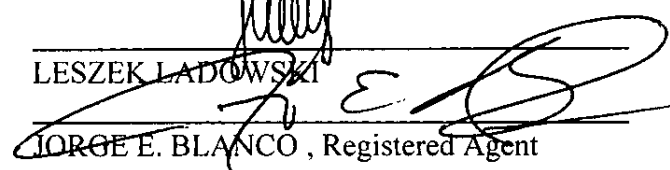
Amendments to these Article of Incorporation may be proposed by a resolution adopted by the Board of Directors, ratified by the Founders' Council, and presented to a quorum of members for their vote in manner set forth in the Bylaws of this Corporation.



The execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

The undersigned, being the subscriber member, and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Article of Incorporation this 16 day of September, 2013.

  
LESZEK LADOWSKI

  
JORGE E. BLANCO, Registered Agent

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared, LESZEK LADOWSKI, to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument, and is personally known to me, or provided his \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of September, 2013.

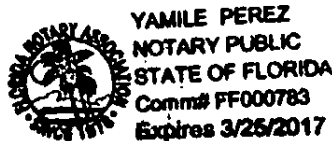
  
NOTARY PUBLIC, State of Florida, at Large

My commission number:

My commission expires:

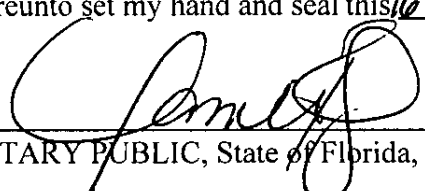
STATE OF FLORIDA

COUNTY OF MIAMI-DADE



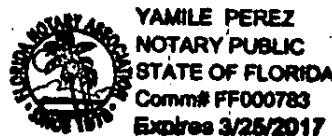
Before me, the undersigned authority, personally appeared, JORGE E. BLANCO, to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument, and is personally known to me, or provided his \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of September, 2013.

  
NOTARY PUBLIC, State of Florida, at Large

My commission number:

My commission expires:



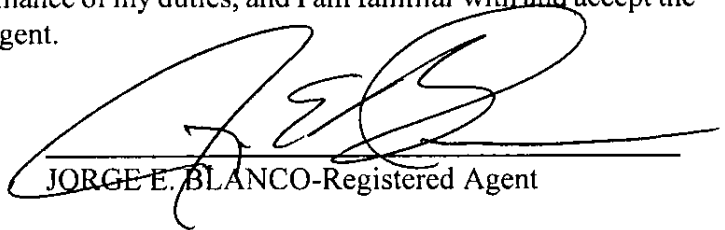


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 48.091 and Chapter 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.**

- a. The name of the company is: **FEDERATION OF POLISH CHAMBERS & BUSINESS COUNCILS, INC.**
- b. The name and the Florida street address of the registered agent and registered office are: **JORGE E. BLANCO, ESQ., 1401 Ponce de Leon Blvd., Suite 202, Coral Gables, Florida.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
JORGE E. BLANCO-Registered Agent

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