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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Canada-Tampa Bay Chamber of Commerce, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
CANADA-TAMPA BAY CHAMBER OF COMMERCE, INC.  
(A Corporation Not-For-Profit)**

The undersigned Incorporator, for purposes of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

Corporate Name

The name of the corporation shall be the CANADA-TAMPA BAY CHAMBER OF COMMERCE, INC. (the "Corporation").

**ARTICLE II**

Address

The principal place of business and mailing address of the Corporation shall be 503 E. Jackson Street, Suite 330, Tampa, Florida 33602.

**ARTICLE III**

Initial Registered Agent and Street Address

The name and street address of the registered agent of the Corporation is Andrew L. McIntosh, 101 E. Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

**ARTICLE IV**

Term of Existence

The Corporation shall have perpetual existence.

**ARTICLE V**

Purpose; Restrictions

Section 1. Subject to the restrictions set forth in Section 2 of this Article IV, the purposes for which the Corporation is organized shall be to operate for all lawful purposes granted to non-profit corporations by the laws of Florida and for which corporations exempt from tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, may engage, and shall include, but are not limited to, these specific objectives and purposes: To engage in all lawful activities for which corporations exempt from tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") may engage, and in connection

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therewith and to the extent consistent therewith, to improve business conditions for the benefit of the community by encouraging and stimulating commerce, industry, trade, business, finance, investment and professional development between Canada and the United States of America through, among other things, seminars, workshops, meetings and conferences; activities to encourage communication and exchange of information among members and others; compilation and dissemination of information and other endeavors that further the purposes of the Corporation as the Board of Directors from time to time shall determine; and all other legal activities, which shall be supported through funding from dues, gifts and donations from any source used solely for said purposes, and by doing any and all other legal acts necessary or desirable in the furtherance of the foregoing.

Section 2. Despite any contrary provision of these Articles:

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

2. 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 on dissolution of the Corporation.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

9. The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

10. Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

## ARTICLE VI

### Powers

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

## ARTICLE VII

### Members

Section 1. The Corporation shall have members, as further described in the Bylaws of the Corporation (the "Bylaws").

Section 2. The rights of members, and the qualification and designation of members, shall be as set forth in the Bylaws.

## ARTICLE VIII

### Directors

Section 1. All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

Section 2. The manner in which directors are to be elected or appointed shall be as set forth in the Bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the Bylaws of the Corporation, but the Corporation shall always have at least three (3) directors. The initial directors of the Corporation are:

Daniel L. Potter  
Mark MacMillan  
Andrew L. McIntosh

## ARTICLE IX

### Bylaws

The initial Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, except as otherwise provided in the Bylaws.

## ARTICLE X

### Amendment

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

## ARTICLE XI

### Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

## ARTICLE XII

### Incorporator

The name and address of the Incorporator is:

Andrew L. McIntosh  
101 E. Kennedy Boulevard, Suite 2800  
Tampa, Florida 33602

The Incorporator submits these Articles of Incorporation and affirms that the facts stated herein are true. The Incorporator is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S. The Incorporator understands the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

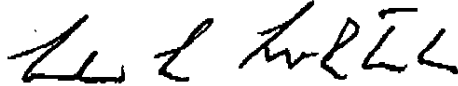
**ARTICLE XIII**

**Director Approval**

By written consent executed contemporaneously herewith, the directors unanimously approved and adopted these Articles of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be signed in its name and on its behalf on this 20th day of November, 2013.

**CANADA-TAMPA BAY CHAMBER OF  
COMMERCE, INC.**

A handwritten signature in black ink, appearing to read 'A. L. McIntosh', written over a horizontal line.

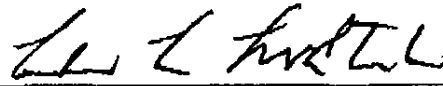
Andrew L. McIntosh, Incorporator

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## CANADA-TAMPA BAY CHAMBER OF COMMERCE, INC.

## CERTIFICATE OF ACCEPTANCE

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.



Andrew L. McIntosh, Registered Agent

Date: November 20, 2013

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