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Division of Corporations

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Glenn Cooper

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Email Address: glenn.cooper@gray-robinson.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
QUEBEC FLORIDA CHAMBER OF COMMERCE, INC.

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**ARTICLES OF INCORPORATION  
OF  
QUEBEC FLORIDA CHAMBER OF COMMERCE, INC.**

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The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: QUEBEC FLORIDA CHAMBER OF COMMERCE, INC., a not for profit Florida corporation (hereinafter the "Corporation").

**ARTICLE II - PURPOSES**

The purposes for which the Corporation is organized are:

In general, the Corporation is organized to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Specifically, the Corporation is organized to unite individuals and business entities engaged directly or indirectly in business between the province of Quebec, Canada and the state of Florida. The purposes for which the Corporation is organized shall be limited to those which promote the business interests of the Quebec-Florida business community. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

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The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

No compensation or benefit shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation, except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve the interests of the Quebec-Florida business community. Accordingly, it shall not be operated for the benefit of private interests.

#### ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

Voting members of the Corporation shall consist of:

- (a) Individuals serving as Directors of the Corporation; and
- (b) Individuals or entities elected to the membership in the Corporation.

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To become a voting member of the Corporation, an individual or entity shall be selected in accordance with the provisions of the Bylaws of the Corporation. The Bylaws may also set forth criteria for the acceptance of non-voting members.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than seven (7), nor more than fifteen (15) persons serving as voting directors. The number of directors shall be fixed in the Bylaws of this Corporation. Elections will be held every three years on the 31st day of December, or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of the Corporation in attendance at the annual meeting of the membership of this Corporation. Directors may be re-elected to subsequent terms.

The officers of the Corporation shall be members of the Corporation and may consist of a President, one or two Vice Presidents, Secretary and Treasurer. Each officer shall serve for a term of three (3) years, beginning the 1st day of the month immediately following his/her election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

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ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Glenn M. Cooper	President
Aude Slama	Vice President
Sophie Proulx	Vice President
Johanne Marcoux	Treasurer

ARTICLE VIII - BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors shall be nine (9) and the names the persons who are to serve as initial directors until the next election under these Articles of Incorporation are as follows:

<u>Name</u>
Glenn M. Cooper
Marcel Racicot
Daniel Veilleux
Aude Slama
Sophie Proulx
Johanne Marcoux
Paola Isaac
Isabel Bujold
Herschel Gavsie

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ARTICLE IX - BYLAWS

The Bylaws of the Corporation may be amended, altered or rescinded by a two-thirds (2/3rds) vote of the Board of Directors in accordance with the Bylaws.

ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the current registered office of this corporation shall be:

Glenn M. Cooper  
401 E. Las Olas Blvd, Suite 1000  
Fort Lauderdale, FL 33301

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ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE  
AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

6400 NW 6th Way  
Fort Lauderdale, FL 33309

ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Glenn M. Cooper  
401 E. Las Olas Blvd, Suite 1000  
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,  
this 16<sup>th</sup> day of January, 2015.

By: 

Glenn M. Cooper  
Incorporator

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

Dated: January 16, 2015

By: 

Glenn M. Cooper,  
Registered Agent

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