

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
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*Amend and
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHILE-U.S. CHAMBER OF COMMERCE, INC.**

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, the undersigned Florida not-for-profit corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is: CHILE-U.S. CHAMBER OF COMMERCE, INC. (hereinafter referred to as the "Corporation").
2. There are no members entitled to vote on an amendment to the Corporation's Articles of Incorporation.
3. The following Amended and Restated Articles of Incorporation were adopted by a majority vote of the Board of Directors of the Corporation on November 22, 2010, in the manner prescribed by section 617.1002 of the Florida Not-for-Profit Corporation Act, and by the Articles of Incorporation and the Bylaws of the Corporation.
4. The text of the Corporation's Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

NAME

The name of this corporation is CHILE-U.S. CHAMBER OF COMMERCE, INC.. (the "Corporation").

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized are to share knowledge and build business relationships while fostering economic interests between Chile and the United States according to three primary objectives: (I) to provide for the mutual association of Chilean and American executives, business persons and professionals in order to support and promote trade and commerce between Chile and the United States; (II) to provide a forum and serve as a catalyst for socio-cultural activities that permit the free exchange of information, experiences and opportunities; and (III) to facilitate the mutual exchange of information in order to enhance Chile-U.S. interests

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while promoting cross-cultural understanding, communication and business opportunities. The activities of the Corporation shall at all times be consistent and in compliance with Internal Revenue Code Section 501(c)(6).

In furtherance of the foregoing, the Corporation shall be authorized:

- (a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;
- (b) To receive assistance, money, real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes;
- (c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons;
- (d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions or other funds received by it in carrying out civic and socio-cultural programs of the Corporation in furtherance of its stated purposes;
- (e) To contract and be contracted with, and to sue and be sued;
- (g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but this shall not be compulsory unless required by law;
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits, of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes;
- (I) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation;

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- (j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the socio-cultural and civic purposes for which this Corporation is formed.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is 800 Brickell Avenue, Suite 900, Miami, Florida, 33131. The mailing address of the Corporation is P.O. Box 560181, Miami, Florida, 33256-0181.

ARTICLE IV

MEMBERSHIP

The Board may provide for classifications of membership as it deems appropriate, the conditions of such membership of any class thereof and the rights and duties, if any, of the members of any class thereof, in accordance with the Bylaws of the Corporation.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors comprised of not less than three (3) directors, but which may be comprised of any number in excess thereof, as provided by the Bylaws. Directors will be elected as provided in the Bylaws.

ARTICLE VII

OFFICERS

The Corporation's officers shall include a President, Vice President, Treasurer and Secretary, each of whom shall be elected by the Board of Directors as prescribed in the Bylaws.

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ARTICLE VIII

DIRECTORS' AND OFFICERS' COMPENSATION

A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (I) a member of the administrative staff of the Corporation, or (II) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount, not for compensable services rendered in other capacities, and approved for payment in the manner provided by the Bylaws.

ARTICLE IX

LIMITATIONS

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry out any activities not permitted to be conducted or carried out by an organization exempt from taxation under Internal Revenue Code Section 501(c)(6).

ARTICLE X

DISPOSITION OF ASSETS

In the event of the 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 as follows: (1) the Board of Directors reserve the option in its sole discretion to return unused membership fee dues to the various members, depending upon funds availability; and (2) remaining assets may be paid over to a successor organization created by the Corporation or, in the absence of any successor entity, to one or more legally organized non-profit organizations to be selected by the Board of Directors.

ARTICLE XI

AMENDMENTS

The power to adopt, alter, amend or repeal the Articles of Incorporation or the Bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the Bylaws.

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ARTICLE XII

REGISTERED AGENT

The registered office of the Corporation is 100 S.E. 3rd Avenue, Suite 2100, Fort Lauderdale, FL 33394, and the registered agent of the Corporation at that address is Samantha J. Fitzgerald, Esq.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors on November 23 2010, in the manner prescribed by Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber of the Corporation, have set my hand and seal this 23 day of November, 2010.

CHILE-U.S. CHAMBER OF COMMERCE,
INC.

By: 

Roberto Gatica, President

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

Chile-U.S. Chamber of Commerce, Inc., hereby designates Samantha J. Fitzgerald, Esq., its Registered Agent and 100 S.E. 3rd Avenue, Suite 2100, Fort Lauderdale, FL 33394, as its Registered Office.

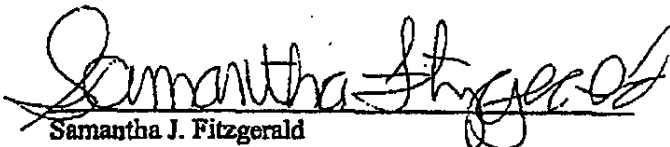
CHILE-U.S. CHAMBER OF COMMERCE, INC.

By: 

Roberto Garcia, President

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such Corporation at its Registered Office.


Samantha J. Fitzgerald