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PROFESSIONAL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 597277 86901Q

AUTHORIZATION :

COST LIMIT : \$

122.50

Patricia T. Piquit

ORDER DATE : May 11, 1995

ORDER TIME : 9:45 AM

ORDER NO. : 597277

CUSTOMER NO: 86901Q

CUSTOMER: Ms. Gina Hardin - 86901q

0000014838650

DOMESTIC FILING

NAME: FLORIDA PARTNERSHIP OF THE
AMERICAS, INC.

FILED
95 MAY 11 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN MAY 11 1995

ARTICLES OF INCORPORATION
OF
FLORIDA PARTNERSHIP OF THE AMERICAS, INC.

FILED
95 MAY 11 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

Florida Partnership of the Americas, Inc.

ARTICLE II

PRINCIPAL ADDRESS

The initial principal office of this corporation shall be located at:

c/o Morgan, Lewis & Bockius
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are:

1. The Corporation is organized as a business league for the purposes as set forth in Section 501(c)(6) of the Internal Revenue Code including for the purpose of (1) advocating the creation of a Western Hemispheric, multilateral business organization, headquartered in Miami that will work to carry out the mandate from the Summit of the Americas 1994; (2) establishing a Western Hemispheric commercial dispute resolution center

in Miami; (3) working with the Inter American Development Bank to establish an office in Miami; (4) advocating the establishment of offices of other governmental or multilateral organizations in Florida to expand its inter-American trade infrastructure; (5) participating in conferences and forums on inter-American trade and encouraging such conferences and forums to be held in Florida; (6) developing an informational clearinghouse on Western Hemisphere trade, including development of an Internet-based database; (7) conducting workshops to promote business involvement in Western Hemispheric trade; (8) developing a Florida-wide marketing campaign to make small and mid-sized businesses fully aware of opportunities in the Western Hemisphere and to promote Florida throughout the Western Hemisphere as the hub of inter-American information, commerce and trade; (9) holding annual conferences for Florida businesses on dispute resolution and customs regulations; (10) establishing a federation of leading business and economic development organizations in South Florida to discuss issues of common concern and convening a prestigious economic policy forum; and (11) subject to this Article, to engage in such other activities as may be reasonably necessary to carry out the foregoing purposes.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 distributions in furtherance of the purposes set forth in these Articles of Incorporation.
3. 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)(6) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of the Florida Not For Profit Corporations Act.

ARTICLE IV

BOARD OF DIRECTORS

The Corporation shall be organized on a non-stock basis. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect. There shall be seven (7) members of the Board of Directors, and the Board of Directors shall be elected in the manner set forth in the Bylaws.

ARTICLE V

INCORPORATOR

The name and address of the sole incorporator of the Corporation is:

Robert M. Brochin
Morgan, Lewis & Bockius
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

MEMBERS

The membership of the corporation shall consist of all persons hereinafter named as directors and all other person as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office are:

Registered Agent: Ethan W. Johnson

Registered Office: Morgan, Lewis & Bockius
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Corporation, no assets will be distributed to any individual, but shall be distributed solely to the Federal, State or Local government for public use, to a then existing Miami community development organization or to establish a not for profit organization for community development purposes as the Board of Directors may determine. The property, assets and profits of the Corporation are irrevocably dedicated to the purposes admitted under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE IX

AMENDMENT

The Board of Directors of the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon members is subject to this reservation. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE X

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

No Director shall be personally liable to the Corporation or to any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 617.0831 of the Florida Not for Profit Corporation Act or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (i) shall have breached his duty of loyalty to the Corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation: or
- (iv) shall have derived an improper personal benefit.

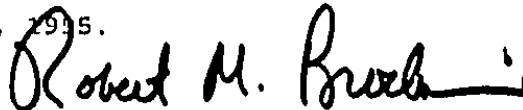
ARTICLE XII

INTERNAL REVENUE CODE

All general or specific references herein made 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 provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

I, the Incorporator, declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

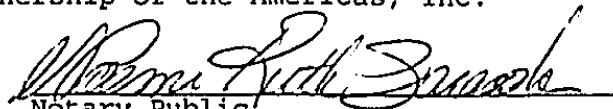
Executed this 10th day of May, 1995.



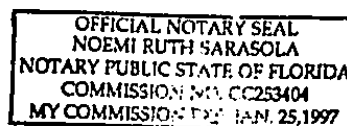
Robert M. Brochin
Morgan, Lewis & Bockius
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day of May, 1995, by Robert M. Brochin, the Incorporator of Florida Partnership of the Americas, Inc.


Notary Public,
State of Florida at Large.

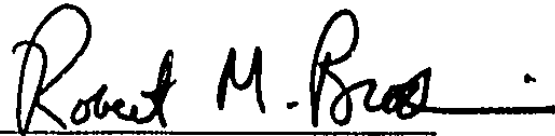
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes
the following is submitted:

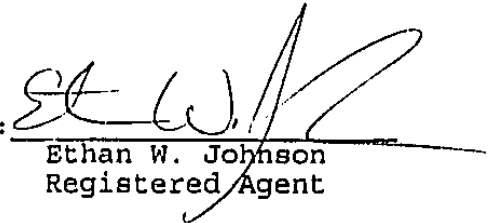
Florida Partnership of the Americas, Inc.,
desiring to organize or qualify under the
laws of the State of Florida with its
principal place of business in the City of
Miami, State of Florida, has named Ethan W.
Johnson, located at Morgan Lewis & Bockius,
5300 First Union Financial Center, 200 South
Biscayne Boulevard, Miami, FL 33131-2339, as
its agent to accept service of process within
Florida.



Robert M. Brochin
Incorporator

Dated: May 10, 1995

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

By: 
Ethan W. Johnson
Registered Agent

Dated: May 10, 1995