

**N95000002529**

*George C. J. Moore*  
*Attorney, Counselor & Barrister (U. K.) at Law*

INTERNATIONAL LAW  
IN A L.L.D. (HANTARI)

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WEST PALM BEACH, FLORIDA 33401  
TELEPHONE (407) 833-0000  
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PLEASE REPLY TO FLORIDA

10 KING'S BENCH WALK  
TEMPLE, LONDON EC 4  
ENGLAND  
TELEPHONE (44 71) 353-2501

May 17, 1995

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee,  
Florida 32314

700001496347  
-05/23/95--01090--020  
\*\*\*\*122.50 \*\*\*\*122.88  
50

Re: British American Chamber of Commerce of Palm Beach  
County, Inc.

Dear Ladies/Gentlemen:

Enclosed please find three copies of incorporation papers  
for the above corporation, along with a check in the amount of  
\$122.50 to cover the cost of incorporation and one certified  
copy.

Thank you for your kind assistance and cooperation.

Sincerely yours,



George C. J. Moore

GCJM/pp

Enclosures

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95 MAY 22 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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RECEIVED  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BRITISH AMERICAN CHAMBER OF COMMERCE OF PALM BEACH COUNTY, INC.

The undersigned hereby associate themselves to form a corporation not for profit (the "Corporation") for the purpose of conducting their business and promoting the purpose of conducting their business and promotion the purposes hereinafter stated; under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

ARTICLE I

NAME AND LOCATION

The name of the Corporation is BRITISH AMERICAN CHAMBER OF COMMERCE OF PALM BEACH COUNTY, INC., and its principal office shall be located in Palm Beach County, Florida. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine. Its mailing address is Suite 328, 4521 POA Boulevard, Palm Beach Gardens, Florida 33418.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are as follows: to foster trade, commerce and understanding between the United States and Great Britain and between individuals and firms of these two countries; to promote uniformity and certainty in the customs and usages of trade in commerce among those pursuing a common trade, business, financial or other enterprise; to promote integrity and good faith; to acquire, preserve and distribute to its members industrial, financial and commercial statistics and information of value; and to promote a more enlarged, close and friendly relationship between businesspeople of the United States and Great Britain; to provide a forum for the development of social and business relations among members of the Corporation whose businesses or residences are located within Palm Beach County, Florida or who otherwise have contacts or connections with Palm Beach County; and to do any act or acts incidental or pertinent to, or connected with, the aforesaid purposes or powers, or any part or parts thereof, consistent with the laws of the United States and the laws of the State of Florida.

ARTICLE III

POWERS AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal, to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation, or religious society or association.

(c) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by will or trust, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporation.

(d) To enter into contracts with any persons, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(e) To conduct any and all fund-raising efforts deemed necessary, including mail campaigns, appeals campaigns through media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation or for the protection and benefit of the Corporation.

Section 2. Limitation of Powers. Notwithstanding any of the powers of the Corporation through these Articles of Incorporation, its Bylaws or the laws of the State of Florida, the following limitations of powers shall apply:

(a) The Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any private individual; provided, however, that the Corporation may make reimbursement for expenditures and pay reasonable compensation for services rendered, and such payments shall not be deemed to be a distribution of net earnings under this subparagraph.

#### ARTICLE IV

#### MEMBERSHIP

The initial members of the Corporation shall be the subscribers to these Articles of Incorporation and the members of the first Board of Directors. Thereafter, any person who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the Bylaws.

#### ARTICLE V

#### TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE VI

#### INCORPORATORS

The names and residences of the incorporators of the Corporation are:

##### Name & Address

Colin Wright  
PGA National Resort & Spa  
1000 Avenue of Champions  
Palm Beach Gardens, Florida 33411

David Selford  
Norton Gallery  
1451 S. Olive Avenue  
West Palm Beach, Florida 33401

Robbie Branson  
4049 Brandon Drive  
Delray Beach, Florida 33445

Peter Silcox  
Merrill Lynch  
1665 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401

Kathy Tredwell  
810 South Lakeside Drive  
Lake Worth, Florida 33460

George C. J. Moore  
812 Citizens Building  
105 S. Narcissus Avenue  
West Palm Beach, Florida 33401

Jack Owen  
P.O. Box 447  
Palm Beach, Florida 33480

## ARTICLE VII

### BOARD OF DIRECTORS

**OBJECTIVE.** It is the intention of the BRITISH AMERICAN CHAMBER OF COMMERCE OF PALM BEACH COUNTY, INC. that the Board of Directors include representation from as many as possible of the sectors of the community in Palm Beach County which have business interests in or with Great Britain. To give effect to this objective, provision is made in the Bylaws for the Board of Directors to attempt to include at least one person from each of the following sectors:

- The British business community in the State of Florida.
- U.S. companies located in the State of Florida and having or contemplating business interests in Great Britain.
- The transportation sector providing service between Florida and Great Britain.

**Section 1.** The initial Board of Directors shall consist of seven directors. The number of directors may be changed from time to time in accordance with the Bylaws, but shall never be fewer than three.

**Section 2.** The members of the Board of Directors shall be elected in the manner and hold office for such terms as the Bylaws shall provide.

**Section 3.** The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation (or until their earlier resignation, removal or death) are:

#### Name & Address

Colin Wright  
PGA National Resort & Spa  
1000 Avenue of Champions  
Palm Beach Gardens, Florida 33411

David Setford  
Norton Gallery  
1451 S. Olive Avenue  
West Palm Beach, Florida 33401

Robbie Branson  
4049 Brandon Drive  
Delray Beach, Florida 33445

Peter Silcox  
Merrill Lynch  
1665 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401

Kathy Tredwell  
810 South Lakeside Drive  
Lake Worth, Florida 33460

George C. J. Moore  
812 Citizens Building  
105 S. Narcissus Avenue  
West Palm Beach, Florida 33401

Jack Owen  
P.O. Box 447  
Palm Beach, Florida 33480

Section 4. The Board of Directors shall hold meetings at such time and place as the Bylaws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at a meeting, unless otherwise provided by law or in these Articles of Incorporation or the Bylaws.

#### ARTICLE VIII

##### OFFICERS

Section 1. The affairs of the Corporation are to be managed by a President, Vice-President, Secretary, Treasurer and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the Bylaws.

#### ARTICLE IX

##### BYLAWS

The Bylaws may be adopted, amended, altered or repealed by a majority vote of the members of the Board of Directors present at any regular meeting of the Board of Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose. Any such adoption, amendment, alteration or repeal must be ratified by at least twenty-five (25) percent or 15, whichever is less, of the regular members. The Bylaws may also be amended or repealed by the members of the Corporation according to law.

#### ARTICLE X

##### AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the Board of Directors or members of the Board of Directors or membership of the Corporation or at any special meeting called for that purpose.

#### ARTICLE XI

##### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Suite 328, 4521 PCA Boulevard, Palm Beach Gardens, Florida 33418, and the name of the initial registered agent of the Corporation at that address is Leslie J. Bailey.

#### ARTICLE XII

##### DUES

The annual dues payable by members of the Corporation shall be as provided in the Bylaws. The annual dues payable by members may be revised by the Board of Directors from time to time.

#### ARTICLE XIII

##### MEETINGS OF MEMBERS

Section 1. The annual meeting of members for the election of the Board of Directors shall be held at such time and in such manner as the Bylaws shall provide.

Section 2. The Corporation may provide in its Bylaws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meeting of members.

Section 3. One-third of members of the Corporation shall constitute a quorum for the holding of any meetings of members.

#### ARTICLE XIV

##### DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by a two-thirds vote of the members present at a meeting held for such purpose. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for a purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set out hands and seals this 25 day of March, 1995, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

W. H. Light (SEAL)

Peter H. (SEAL)

W. O. A. (SEAL)

George J. H. (SEAL)

Kathy Woodell (SEAL)

M. Beane (SEAL)

W. S. S. (SEAL)

STATE OF FLORIDA           )  
                                      ) SS:  
COUNTY OF PALM BEACH    )

The foregoing Articles of Incorporation were sworn to and subscribed before me by Colin Wright, Peter Silcox, Kathy Tredwell, and Jack Owen, who are personally known to me or who identified themselves to me by producing a Florida driver's license, and who stated they signed the said Articles for the purposes stated therein.

WITNESS my hand and official seal in the aforesaid County and State, this 25th day of March, 1995.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:



GEORGE C. J. MOORE  
MY COMMISSION # CC269718 EXPIRES  
April 22, 1997  
BONDED THROUGH TROY FARM INSURANCE, INC.

STATE OF FLORIDA           )  
                                      ) SS:  
COUNTY OF PALM BEACH    )

The foregoing Articles of Incorporation were sworn to and subscribed before me by Robbie Branson, George C. J. Moore and David Setford, who are personally known to me or who identified themselves to me by producing a Florida driver's license, and who stated they signed the said Articles for the purposes stated therein.

WITNESS my hand and official seal in the aforesaid County and State, this 25th day of March, 1995.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

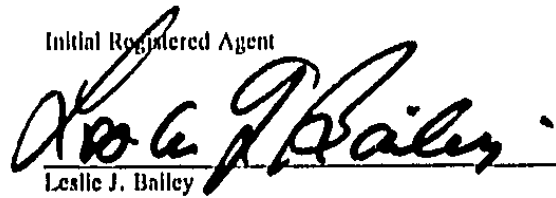
My Commission Expires:

OFFICIAL NOTARY SEAL  
PAMELA PEVERINI  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC174525  
MY COMMISSION EXP. FEB. 27, 1996

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for BRITISH AMERICAN CHAMBER OF COMMERCE OF PALM BEACH COUNTY, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Initial Registered Agent

  
Leslie J. Bailey

Date: March 25, 1995

FILED  
95 MAY 22 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA