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FAX AUDIT NO.: H96000000133

**ARTICLES OF INCORPORATION**

**OF**

**THE BI-NATIONAL CHAMBER OF COMMERCE OF THE AMERICAS, INC.**

The undersigned, for purposes of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby submit the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation is **THE BI-NATIONAL CHAMBER OF COMMERCE OF THE AMERICAS, INC.** (the "Corporation").

**ARTICLE II**

**Address of Principal Office and Mailing Address**

The address of the Corporation's initial principal office is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131. The Corporation's initial mailing address is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**ARTICLE III**

**Members**

The members of the Corporation are the bi-national chambers of commerce of the Americas operating in the United States as not for profit organizations under the provision of section 501(c)(3) of the Internal Revenue Code, for the purpose of promoting trade and business between their respective countries and the United States. The initial founding members of the Corporation are the following:

Venezuelan-American Chamber of Commerce & Industry  
Lourdes Rodriguez, President  
1101 Brickell Avenue  
Miami, FL 33131

THIS INSTRUMENT WAS PREPARED BY:  
Alcides I. Avila, Esq.  
Holland & Knight  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
(305) 374-8500  
Florida Bar No: 304174

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Chile-USA Chamber of Commerce  
Monica Gayle, President  
245 S.E. First Street  
Miami, FL

Colombian American Chamber of Commerce of Greater Miami  
Eucario Bermudez, President  
Cesar Echeverri, Governor  
2355 Salzedo Street  
Suite 209  
Coral Gables, FL 33134

Peruvian-U.S. Chamber of Commerce  
Enrique Orihuela, President  
Jose Alejandro Gonzalez, Governor  
444 Brickell Avenue  
Miami, FL 33131

Bolivian-American Chamber of Commerce of Florida  
Roberto Cozzi, President  
7136 S.W. 47th Street  
Miami, FL 33155

Ecuadorian-American Chamber of Commerce of Greater Miami  
Mauricio Laniado, President  
1390 Brickell Avenue, Suite 220  
Miami, FL 33131

#### **ARTICLE IV**

##### **Purposes and Powers**

(1) Engage in any and all lawful business or activities permissible for a not for profit corporation, including promoting international trade and commerce and goodwill between the countries represented by the members, and the United States, while maintaining the independence and individual functions, purposes and powers of each member.

(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 above.

(3) Notwithstanding any other provision of these articles, the Corporation shall not carry on, and shall not have the authority to engage in, any activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax law.

#### **ARTICLE V**

##### **Board of Directors**

The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The powers of the Board of Directors, the qualifications for serving as a Director, and the manner of selection of Directors shall all be specified in the corporation's Bylaws. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than six. The initial Board of Director will be elected at the time of the organizational meeting of the incorporator to appoint the directors, pursuant to section 617.0205, Florida Statutes.

#### **ARTICLE VI**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, 30th Floor, Miami, Florida, 33131 and the Corporation's initial registered agent at that address is Alcides I. Avila, Esq.

#### **ARTICLE VII**

##### **Incorporator**

The name and street address of the incorporator are:

Alcides I. Avila, Esq.  
Holland & Knight  
701 Brickell Ave.  
Suite 3000  
Miami, Florida 33131

**ARTICLE VIII**

**Dissolution**

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax law, as may be determined by the Board of Directors.

**ARTICLE IX**

**Amendments**

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of January, 1996.

  
Alcides I. Avila

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of BI-NATIONAL CHAMBER OF COMMERCE OF THE AMERICAS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 617.0501.

  
Alcides I. Avila  
Registered Agent

Dated: January 3, 1998.

MDA3-271214

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