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120 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9177  
904-222-9177 FAX

000-342-086

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 085698 1217D

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : March 18, 1996

ORDER TIME : 3:09 PM

ORDER NO. : 085698

4000001748264

CUSTOMER NO: 1217D

CUSTOMER: Kevin Carmichael, Esq.  
BUCHANAN INGERSOLL, P.C.

1 Turnberry Place, Suite 606  
19495 Biscayne Boulevard  
N. Miami Beach, FL 33180

DOMESTIC FILING

NAME: SOCIEDAD INTERAMERICANA PARA  
LA LIBERTAD DE LA EXPRESION  
COMERCIAL, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

Translation: Interamerican Society for  
Freedom of Commercial Expression, Inc.

3-19-96

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Articles of Incorporation  
of the  
Sociedad Interamericana Para La Libertad  
de la Expresion Comercial, Inc.

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SECRET  
TALLAHASSEE, FLORIDA

**A Florida Not-for-Profit Corporation**

THE UNDERSIGNED incorporator hereby forms a corporation not for profit under the laws of the State of Florida; and in furtherance of that purpose recites as follows:

**ARTICLE I.**

**CORPORATE NAME**

The name of the Corporation is Sociedad Interamericana Para La Libertad de la Expresion Comercial, Inc. (hereinafter "SILEC" or the "Corporation")

**ARTICLE II.**

**PRINCIPAL OFFICE; MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation are:

19495 Biscayne Blvd.  
Suite 606  
Aventura, Fla. 33180

**ARTICLE III.**

**DURATION**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Florida Department of State.

## ARTICLE IV.

### PURPOSES

The Corporation is incorporated under the Florida Not For Profit Corporation Act, Fla. Stat. § 617 et seq., and the purposes for which the Corporation is organized and shall be operated are exclusively for the promotion of the common business interests of the members of the Corporation, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), and in furtherance of the promotion of the member's common interests but not in limitation thereof, the corporation may:

(a) defend the freedom of commercial speech throughout the continents of North and South America ("America") and the recognition of the American consumer's right to be fully informed regarding all lawful products and services;

(b) defend in all American countries the freedom of commercial speech;

(c) adopt a Code of Ethics, taking into consideration local, national and regional concerns, which will provide advertising in the Americas with a framework of standards of truthfulness, honesty, integrity, responsibility and good taste ("Code of Ethics"). In the future, this code shall serve as a model to guide the Code of other countries who may join association.

(d) promote the adoption in each country of a code of ethics which uses the Code of Ethics as its foundation.

(e) create and promote a system of self-regulation in each country using the aforementioned Code of Ethics as the regulating pattern.

(f) facilitate an understanding with government sectors based on the laws, that guarantee freedom of commercial speech in each country, in each region and throughout America.

(g) promote in all areas a greater understanding of the objectives of advertising, emphasizing its importance to cultural and economic development in America.

(h) further and sponsor campaigns in favor of freedom of commercial speech.

(i) participate actively in the interchange of information and data on the benefits of advertising, thus cooperating in the creation of a general data bank in advertising and its social, cultural and economic influence.

(j) work toward the creation of a local chapter of SILEC in every country in America so that all forces in the advertising industry can be joined as soon as possible.

(k) speak out against all actions, attitudes or projects that may infringe upon freedom of commercial speech in any part of America, using appropriate legal means, and to otherwise operate exclusively for the common business interests of the members within the meaning of Section 501(c)(6) of the Code, and solely for such purposes and, without otherwise limiting its powers, exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations.

## ARTICLE V.

### BOARD OF DIRECTORS

The affairs of the Corporation shall be managed under the direction of a board of directors consisting of not less than three (3) natural persons, who shall be of the age of majority, the exact number being as prescribed in the by-laws of the Corporation. The number of Directors may be increased or decreased as set forth in the By-laws but shall never be less than three (3). Directors shall be elected by the members as provided in the Bylaws.

## ARTICLE VI.

### INITIAL DIRECTORS

Their shall initially be Five Directors (5), who shall serve as directors until the first annual meeting. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

Jose M. Gonzalez-Llorente	501 Miller Road Coral Gables, Florida 33146
Patricio Bellolio	19495 Biscayne Blvd. Suite 606 Aventura, Florida 33180
Enrique Nieto	19495 Biscayne Blvd. Suite 606 Aventura, Florida 33180
Jose Alberto Teran	19495 Biscayne Blvd. Suite 606 Aventura, Florida 33180
Rafael Vegas	19495 Biscayne Blvd. Suite 606 Aventura, Florida 33180

## ARTICLE VII.

### MEMBERSHIP

Initially, the Corporation shall have 4 levels of memberships:

I. Individual Members:

- a) Any Person who is an advertiser, advertising agency or media, not affiliated with their respective trade association;

b) Industrial or Commercial Trade Associations.

2. Chapter Members:

Trade Associations of advertisers, advertising agencies and the media.

3. Honorary Members:

Any person elected by a majority of the membership at the annual meeting of the Corporation, who has rendered distinguished and meritorious services to the advertising industry.

4. Supporting Members:

Any Person which supports the common business purpose of the members.

The number and types of membership categories may be increased or decreased from time to time by the Board of Directors as set forth in the By-laws. The membership rights accorded to each category of membership, shall be as set forth in the By-laws, and may be amended by the Board of Directors as set forth in the By-laws.

Members of each class of members, other than honorary members, shall be required to pay annual dues to the Corporation, as set forth in the By-laws, to maintain their membership. Membership in the Corporation shall confer no economic benefits or property rights of any kind upon the Members. Memberships are not transferable, and may not be assigned, delegated or otherwise transferred to any Person.

## ARTICLE VIII.

### NON-STOCK BASIS

The Corporation is organized on a Non-Stock Basis.

## ARTICLE IX.

### REGISTERED OFFICE;

### REGISTERED AGENT

The street address of the initial registered office of the Corporation, and the name of its registered agent at that address, are as follows:

REGISTERED OFFICE:	19495 Biscayne Blvd. Suite 606 Aventura, Florida 33180
REGISTERED AGENT:	Kevin Carmichael

## ARTICLE X.

### INCORPORATOR

The name and residence address of the incorporator is:

Name	Address
Kevin Carmichael	19495 Biscayne Blvd. Suite 606 Aventura, Florida 33180

## ARTICLE XI.

### OFFICERS

(a) The Officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer and such other officers as the By-laws shall prescribe. All officers shall be elected by a majority vote of the Board of Directors at the Annual Meeting of the Board.

(b) Each officer has the authority and shall perform the duties set forth in the by-laws or, to the extent consistent with the by-laws, the duties prescribed by the board of directors or by direction of any officer authorized by the by-laws or the board of directors to prescribe the duties of other officers.

(c) The board of directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

## ARTICLE XII.

### NO PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 of Article IV hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal tax under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

## ARTICLE XIII.

### LIMITATION ON PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless under Florida Statutes, the director has breached or failed to perform the duties

of his or her office referenced thereunder and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of a director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or Federal law. Any repeal, modification or adoption of any provision inconsistent with this Article XIII shall be prospective only, and neither the repeal or modification of this Article nor the adoption of any provision inconsistent with this Article XIII shall adversely affect any limitation the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

#### ARTICLE XIV.

##### INDEMNIFICATION

(a) i) The Corporation shall indemnify and hold harmless to the full extent not prohibited by Florida law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), each person who was or made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Corporation or otherwise, (hereinafter, a "proceeding") by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or trustee of another corporation or of a partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a director or officer of the Corporation or in any other capacity on behalf of the Corporation while such person is or was serving as a director or officer of the Corporation, against all expenses, liability and loss, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

ii) Notwithstanding the foregoing, except as provided in Article XIV Subpart (b) below, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

iii) Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Article XIV shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Article XIV in advance of the final disposition thereof promptly after receipt by the Corporation of a request therefor stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a director or officer of the Corporation in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Corporation under this Article XIV or otherwise.

iv) The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director or officer of the Corporation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

(b) If a claim for indemnification under Article XIV, Subpart (a) hereof is not paid in full by the Corporation within thirty (30) days after a written claim therefor has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

(c) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in Article XIV, Subpart (a) and the right to payment of expenses conferred in Article XIV, Subpart (b) shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of shareholders, vote of directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office, the Corporation having the express authority to enter into such agreements or arrangements as the board of directors deems appropriate for the indemnification of and advancement of expenses to present or future directors and officers as well as employees, representatives or agents of the Corporation in connection with their status with or services to or on behalf of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Corporation.

(d) The Corporation may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insecure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article XIV or otherwise.

(e) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer or representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the power to indemnify such person against such liability under the laws of this or any other state.

(f) Neither the modification, amendment, alteration or repeal of this Article XIV or any of its provisions nor the adoption of any provision inconsistent with this Article XIV or any of its provisions shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration or repeal of the adoption of such inconsistent provision.

## ARTICLE XV.

### DISSOLUTION

(a) The authority to dissolve the Corporation shall be vested solely in the board of directors.

(b) Dissolution of the Corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office; provided that no vote on corporate dissolution shall be valid at meetings



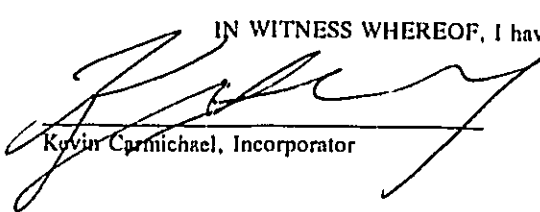
where the board of directors shall be less than three due to a vacancy on the board.

(c) Dissolution of the Corporation may be revoked at any time prior to the execution at any time prior to the expiration of 120 days following the effective date of the articles of dissolution. Such revocation shall be authorized in the same manner as the dissolution was authorized.

(d) Prior to the dissolution of the Corporation, the board of directors, by majority vote shall adopt a plan of distribution of the remaining assets of the Corporation not inconsistent with Chapter 617 of the Florida Statutes.

(e) Upon the dissolution of the Corporation, assets shall be distributed, in accordance with a formal plan adopted by the Board of Directors prior to the dissolution of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have subscribed my name this 15<sup>th</sup> day of March 1996.

  
Kevin Carmichael, Incorporator

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CERTIFICATE OF REGISTERED AGENT

SECRET  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above described Corporation, at the place designated in these Articles of Incorporation, I hereby accept the Appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.

  
Kevin Carmichael

March 15, 1996  
Date

ACKNOWLEDGEMENT OF REGISTERED AGENT

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgements within the State of Florida, Kevin Carmichael, having produced adequate photographic identification, did execute the foregoing Articles of Incorporation before me and did acknowledge such execution as his free act and deed before me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Aventura, Florida, this 15<sup>th</sup> day of March, 1996.

  
Notary Public, State of Florida

My Commission Expires:

