

N96000004125

TODD A. STERZOY
Holland and Knight

(Requestor's Name)	
315 South Calhoun Street Suite 600	
(Address)	
Tallahassee, Florida 32302	
(City, State, Zip)	(Phone #)

OFFICE USE ONLY

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 96 AUG -7 11:11:40
 TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- U.S. - Western Cape 2004 Trade Organization, Inc*

(Corporation Name) (Document #)
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- (Corporation Name) (Document #)

☒ Walk in
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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ARTICLES OF INCORPORATION
OF
U.S. - WESTERN CAPE 2004 TRADE ORGANIZATION, INC.

The undersigned, acting as incorporator of U.S. - Western Cape 2004 Trade Organization, Inc., under the Florida Not-for-Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation are:

U.S. - Western Cape 2004 Trade Organization, Inc.
c/o William S. Stevens III, Esquire
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation. The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation is organized as a not for profit business league as defined by Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The purpose of the corporation is to promote and develop trade relations between business entities located in the United States and business entities located in, and the government of, the Western Cape province of South Africa, through various efforts including but not limited to: promoting trade missions and trade fairs, promoting the efforts of Cape Town (a city located in the Western Cape province) to make a successful bid for the 2004 Olympic games, raising and disbursing money for promoting and funding the foregoing activities, providing a communication forum for event organizers, coordinating municipal services for such events, developing and identifying potential additional events, and providing advice to event organizers.

The purposes of the corporation shall also include the performance of activities related or incidental to the furtherance of the corporation's stated purposes and permitted under the laws of the United States and Florida.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 this Article Three. No substantial part of the activities of the corporation shall be the promotion of any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE IV. MEMBERS

The qualifications for membership and the manner of the admission of members shall be regulated by the bylaws.

ARTICLE V. QUORUM OF MEMBERS

A quorum at a meeting of members shall consist of at least a majority of the members entitled to vote in proxy or in person at such meetings.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than three. Directors will be elected in accordance with the terms of the bylaws. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Chris Ball	Dock House Portswood Ridge V&A Waterfront Cape Town, South Africa

William S. Stevens III

Holland & Knight
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

Richard P. Sills

Holland & Knight
2100 Pennsylvania Avenue, N.W.
Suite 400
Washington, D.C. 20037

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard P. Sills	Holland & Knight 2100 Pennsylvania Avenue, N.W. Suite 400 Washington, D.C. 20037

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation. This assignment becomes effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE X. DISSOLUTION

In the event of dissolution the residual assets of the corporation will be turned over to one or more organizations that themselves are exempt from federal income taxation as organizations described either in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue Law. No part of the assets or net earnings of the corporation may be distributed or inure to the benefit of any individual.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation. Any amendment to the Articles of Incorporation must be approved by a majority vote of the members.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 2nd day of August, 1996.

A handwritten signature in cursive script, appearing to read "Richard P. Sills", written over a horizontal line.

Richard P. Sills

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

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

That U.S.-Western Cape 2004 Trade Organization, Inc., desiring
to organize under the laws of the State of Florida with its initial
registered office, as indicated in the Articles of Incorporation,
at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, has named
Intrastate Registered Agent Corporation, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
corporation named above, at the place designated in this
certificate, the undersigned agrees to act in that capacity, to
comply with the provisions of the Florida Not-For-Profit
Corporation Act and the Florida Business Corporation Act, and is
familiar with, and accepts, the obligations of that position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Vice President

95 AUG -7 AM 11:40

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