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JOSEPH B. MCFARLAND, P.A.
Attorney at Law

Tampa Office
4830 W. Kennedy Blvd. Ste. 750
Tampa, Florida 33609
Mailing: P.O. Box 19050
Tampa, Florida 33686-9050
Tel: (813) 902-0066
Fax: (813) 805-2120

Florida Toll-Free: 800-641-4354
E-Mail: MCFARLAW@aol.com

Fort Myers Office
8695 College Parkway Ste. 300
Fort Myers, Florida 33919
Tel: (941) 437-5880
Fax: (941) 482-7294

October 15, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

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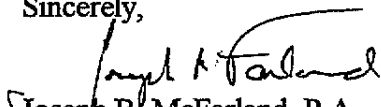
Re: Formation of a Nonprofit Corporation
German-American Business Council of Tampa Bay, Inc.

Dear Sir or Madam:

Please find enclosed for filing the Articles of Incorporation of the German-American Business Council of Tampa Bay, Inc. Also enclosed is a check payable to the Florida Department of State in the amount of \$70.00 for the Articles of Incorporation filing fee and Designation of and acceptance by registered agent fee.

Please send me confirmation that the nonprofit corporation has been formed. If you have any questions, please contact me at my Tampa office. Thank you for your assistance.

Sincerely,


Joseph B. McFarland, P.A.
For the Firm

cc: Barbara Hausner, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 17 PM 5:39

10-29-97
WS

**ARTICLES OF INCORPORATION
OF THE
GERMAN-AMERICAN BUSINESS COUNCIL
OF TAMPA BAY, INC.**

(A Florida Not for Profit Corporation)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopted the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is the GERMAN-AMERICAN BUSINESS COUNCIL OF TAMPA BAY, INC. The street and mailing address of the initial registered office of the Corporation is 4830 W. Kennedy Boulevard, Suite 750, Tampa, Florida 33609, County of Hillsborough and State of Florida, although the Corporation may maintain offices elsewhere and may change its principal place of business. The name of its initial registered agent at such address is Joseph B. McFarland.

ARTICLE II

The Corporation is a not for profit corporation. The purposes for which the Corporation is organized are as follows:

(a) The specific and primary purposes for which this Corporation is formed are to foster the internationalization of the Tampa Bay area by promoting ties between U.S. business and cultural leaders and their German-speaking counterparts, by providing a forum for exchange of ideas, by informing members and the public of existing business and cultural activities, and by developing programs that encourage business and cultural exchanges.

(b) The general purposes for which this Corporation is formed are to operate for such purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE III

The membership of this Corporation shall be open to all interested persons who are approved by a vote of the majority of the Board of Directors of the Corporation.

The Corporation shall have Voting Members who shall have all the rights and privileges of members of the Corporation. The bylaws may provide for nonvoting members of one or more classes, who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote.

ARTICLE IV

The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation.

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 Article II hereof.

The members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V

This Corporation's existence shall commence on the date of execution and acknowledgement of these Articles of Incorporation. This Corporation shall exist perpetually.

ARTICLE VI

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
<u>Joseph B. McFarland</u>	<u>6401 S. Westshore Blvd. #103</u> <u>Tampa, FL 33616</u>

ARTICLE VII

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be not less than three (3); provided however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The Board of Directors shall be members of the Corporation.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
<u>John C. Bierley</u>	<u>5414 Lykes Lane</u> <u>Tampa, FL 33611</u>
<u>Phyllis Busansky</u>	<u>3611 Schesslera Drive</u> <u>Tampa, FL 33618</u>
<u>George A. Elbe</u>	<u>12912 Hickorywood Lane</u> <u>Largo, FL 34644</u>
<u>William J. Flynn, III</u>	<u>2534 Anderson Drive West</u> <u>Clearwater, FL 34621</u>
<u>Barbara Hausner</u>	<u>2042 Diamond Court</u> <u>Oldsmar, FL 34677</u>
<u>Peter Langer</u>	<u>334 East Lake Road #288</u>

<u>Suzanne Nielsen</u>	<u>Palm Harbor, FL 34685</u>
	<u>520 Severn Avenue</u>
	<u>Tampa, FL 33606-4046</u>
<u>Thomas C. Roberge</u>	<u>One Beach Drive, SE</u>
	<u>St. Petersburg, FL 33701</u>
<u>Norbert Schlarp</u>	<u>2055 Diamond Court</u>
	<u>Oldsmar, FL 34677-6553</u>
<u>Sylvester Schmidt</u>	<u>108 Lake Region Blvd. No.</u>
	<u>Winter Haven, FL 33884</u>
<u>Stephen J. Toner</u>	<u>4205 Saltwater Blvd.</u>
	<u>Tampa, FL 33615</u>

ARTICLE VIII

The Board of Directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. All officers shall be members of the Corporation.

Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President	<u>Barbara Hausner</u>
Vice-President	<u>Peter Langer</u>
Secretary	<u>Angela Schneider</u>
Treasurer	<u>Tom Zettwuch</u>

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be

authorized or approved by the members of the corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the bylaws.

The bylaws shall operate to carry out the purposes of the Corporation and to facilitate the operational procedures thereof. A vote of the majority of the members of the Board of Directors shall be required to affect any alteration, change or amendment. The bylaws or any subsequent changes thereto shall be made known to the membership.

ARTICLE X

The property of this corporation is irrevocably dedicated to the purposes permitted in Internal Revenue Code Section 501(c)(6) or corresponding provisions of any subsequent federal tax laws, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI

The Corporation shall have no Capital Stock, and no member shall have any right or title to any asset of the corporation. Certificates of membership may be issued, pursuant to the bylaws.

ARTICLE XII

Upon the dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to a educational organization tax-exempt under federal tax laws. The President shall make the selection of such organization. Upon the dissolution of the corporation, none of the assets shall be distributed to any member, Trustee or officer of the Corporation.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member, director or director of this Corporation.

ARTICLE XIII

The Articles of Incorporation may be amended by two-thirds vote of the Board of Directors, such action to be effected upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE XIV

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue code Section 501(c)(6), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, except as permitted by federal or state tax law or other applicable law, carry on propaganda, attempt to influence legislation, or participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XV

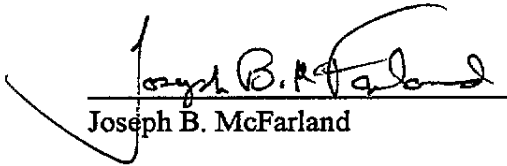
Each person (including the heirs, executors, administrators, or estate of such person)

- (1) who is or was a director or officer of the Corporation,
- (2) who is or was an agent or employee of the Corporation other than an officer and as to whom the corporation has agreed to grant such indemnity, or
- (3) who is or was serving at the request of the corporation as its representative in the position of a director, officer, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision, against any fine, liability, cost or expense, including attorney's fees, asserted against such person or incurred by such person in

the capacity as director, officer, agent, employee, or representative, or arising out of his status as such director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled.

IN WITNESS WHEREOF, I have hereunto set my hand,

this 15th day of October, 1997.


Joseph B. McFarland

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

THE FOREGOING instrument was acknowledged before me this 15 day of October, 1997 by Joseph McFarland who is personally known to me or who produced _____ as identification and who did (did not) take an oath.



Sandra J. Baird
MY COMMISSION # CC574024 EXPIRES
September 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: 9-3-00

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SECRETARY OF STATE
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**ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

Date: Oct. 15, 1997


JOSEPH B. McFARLAND