

N98000007135

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BASIC AMENDMENT

FTAA FLORIDA, INC.

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*Amended & Restated
Articles*

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 1999

FTAA FLORIDA, INC.
JAMES L. KNIGHT CENTER, 3RD FLOOR
400 S.E. 2ND AVE.
MIAMI, FL 33131-2117

SUBJECT: FTAA FLORIDA, INC.
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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000017588
Letter Number: 499A00036910

*Please see attached for corrected amended &
restated articles of incorporation.*

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FTAA FLORIDA, INC.

FTAA Florida, Inc., a Florida not for profit corporation (the "Corporation") desiring to amend and restate its Articles of Incorporation pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), hereby certifies as follows:

1. The name of the Corporation is FTAA Florida, Inc. and the date of filing of its original Articles of Incorporation with the Florida Secretary of State was December 15, 1998.
2. The Corporation does hereby amend and restate its Articles of Incorporation to read in their entirety as set forth below:

ARTICLE I

NAME

The name of this Corporation shall be:

FTAA Florida, Inc.

ARTICLE II

PRINCIPAL ADDRESS

The principal office of this Corporation shall be located at:

Prepared by:

Jimmy L. Morales, Esq.
Morgan, Lewis & Bockius LLP
200 S. Biscayne Blvd., Suite 5300
Miami, Florida 33131
(305) 579-0300
Florida Bar #0727430

Hotel Intercontinental
100 Chopin Plaza
Suite 5100
Miami, Florida 33131

The board of directors of the Corporation, or an officer of the Corporation acting under the authority of the board of directors is authorized to change the principal office of the corporation from time to time without amendment to these Amended and Restated Articles of Incorporation (these "Articles").

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ARTICLE III**PURPOSES**

The purposes for which the Corporation is organized are:

1. The Corporation is organized as a business league for the purposes as set forth in Section 501(c)(6) of the Internal Revenue Code including for the purposes as set forth in Section 501(c)(6) of the Internal Revenue Code including for the purpose of promoting, fostering and stimulating commerce, trade, business, and professional interest in the state of Florida for the Free Trade Area of the Americas through organizing and facilitating negotiating sessions of the Secretariat of the Free Trade Area of the Americas.
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 in these Articles of Incorporation.
3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of the Florida Not For Profit Corporations Act.

ARTICLE VI**BOARD OF DIRECTORS**

The Corporation shall be organized on a non-stock basis. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect. There shall be no less than three and no more than fifteen (15) members of the Board of Directors, and the Board of Directors shall be elected in the manner set forth in the Bylaws. One-third of the directors shall constitute a quorum.

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ARTICLE VII**MEMBERS**

The membership of the corporation shall consist of all persons hereinafter named as directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and Members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE VIII**REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and registered office are:

Registered Agent:	Corporation Company of Miami
Registered Office:	201 S. Biscayne Boulevard
	1500 Miami Center
	Miami, Florida 33131

ARTICLE IX**DISSOLUTION**

Upon dissolution of the corporation, no assets will be distributed to any individual, but shall be distributed solely to the Federal, State or Local government for public use, to a then existing Miami community development organization or to establish a not for profit organization for community development purposes as the Board of Directors may determine. The property, assets and profits of the corporation are irrevocably dedicated to the purposes admitted under Section 501(c)(6) of the Internal Revenue Code.

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ARTICLE X**AMENDMENT**

The Board of Directors of the corporation reserves the right to amend or repeal any provision contained in these Articles, and any right conferred upon Members is subject to this reservation. Any amendment to these Articles shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE XI**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. The Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Directors.

ARTICLE XII**INDEMNIFICATION**

The corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

No Director shall be personally liable to the corporation or to any member for monetary damages for breach of fiduciary duty as a Director, except for any matter in respect of which such Director (a) shall be liable under Section 617.0831 of the Act or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (i) shall have breached his duty of loyalty to the corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;

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- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation: or
- (iv) shall have derived an improper personal benefit.

Notwithstanding anything herein to the contrary, the corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

ARTICLE XIII

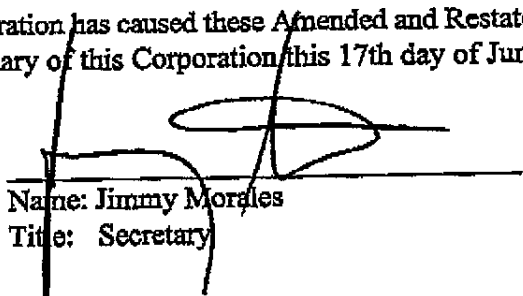
INTERNAL REVENUE CODE

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

3. There are no members of the Corporation who are entitled to vote on the adoption of these Amended and Restated Articles of Incorporation.

4. These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors at a meeting on June 17, 1999.

IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of Incorporation to be signed by the Secretary of this Corporation this 17th day of June, 1999.


Name: Jimmy Morales
Title: Secretary