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FLORIDA NON-PROFIT CORPORATION

French-American Trade Council, Inc.

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99 JAN 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mm 1/28/99

ARTICLES OF INCORPORATION
OF
FRENCH-AMERICAN TRADE COUNCIL, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

FRENCH-AMERICAN TRADE COUNCIL, INC.

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ARTICLE II

PURPOSES

The purposes of this Corporation shall be as follows:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)3 of the Internal Revenue Code, including for such purposes to encourage and foster business, educational and cultural exchanges with like organizations of the Republic of France, and to do any and all lawful acts and things which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishments or attainment of any or all of the aforesaid purposes and objects and to cooperate with individuals, corporations, groups, organizations or agencies already engaged in fostering any or all of the foregoing purposes.

**ARTICLE III
MEMBERSHIP**

Qualification for members and the manner of their admissions shall be regulated by the Bylaws of the Corporation to be hereinafter adopted.

**ARTICLE IV
TERM**

This Corporation shall have perpetual existence.

**ARTICLE V
INCORPORATORS**

The names of the incorporators of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Norma Weaver	500 E. Broward Boulevard Fort Lauderdale, FL. 33394
Russell M. Gardner	500 E. Broward Boulevard Fort Lauderdale, FL 33394

**ARTICLE VI
OFFICERS**

The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws from time to time.

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**ARTICLE VII
DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors composed of not less than three (3) but not more than the number set in the Bylaws of the Corporation and selected in accordance with the Bylaws.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The names and addresses of the Initial Board of Directors who shall serve for one year or until their successors are selected shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
John P. Bauer	2601 E. Oakland Park Boulevard Suite 602 Fort Lauderdale, FL 33306
Russell M. Gardner	500 E. Broward Boulevard Fort Lauderdale, FL 33394
Norma Weaver	500 E. Broward Boulevard Fort Lauderdale, Florida 33394

ARTICLE IX**BYLAWS**

The Bylaws shall be adopted, altered, amended or repealed by a majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X**PRINCIPAL PLACE OF BUSINESS**

The location of the registered office of this Corporation shall be Broward Financial Centre, 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Broward County, Florida 33394, or such other place or places as the Board of Directors may from time to time determine. The registered agent shall be Russell M. Gardner, Broward Financial Centre, 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Broward County, Florida 33394.

SPECIAL PROVISIONS

Section 1: No part of the net earnings of this Corporation shall inure to the benefit of any member, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, officer or director of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any public political campaign on behalf of any candidate for public office.

Section 2. Notwithstanding any of the other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereinafter be amended.

Section 3. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation shall be distributed to such other charitable, religious, scientific, literary or educational organizations which then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

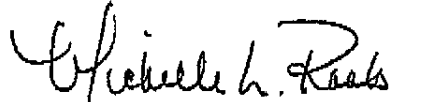
Section 4. This Corporation is formed under Chapter 617 of the Florida Statutes and shall have all of the powers set forth therein not expressly prohibited hereunder.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 27th day of JANUARY, 1999, for the purposes of forming this Corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

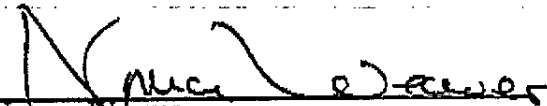
WITNESSES:



 DONNA MARIA



 MICHELLE L. RAAB



 Norma Weaver



 Russell M. Gardner

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **NORMA WEAVER**, personally known to me to be one of the persons described as a subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed the Articles of Incorporation.

WITNESS my hand and official seal this 27th day of JANUARY, 1999.

Michelle R. Posey
Notary Public, State of Florida

N. P. Seal

My Commission expires:

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)



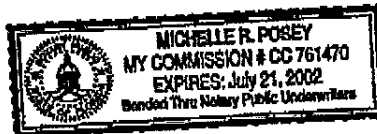
BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **RUSSELL M. GARDNER**, personally known to me to be one of the persons described as a subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed the Articles of Incorporation.

WITNESS my hand and official seal this 27th day of JANUARY, 1999.

Michelle R. Posey
Notary Public, State of Florida

N. P. Seal

My Commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST — THAT FRENCH-AMERICAN TRADE COUNCIL, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED RUSSELL M. GARDNER, LOCATED AT 500 EAST BROWARD BOULEVARD, SUITE 1400, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Norma Wender*
TITLE INCORPORATOR *NORMA WENDER*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Russell M. Gardner*
RUSSELL M. GARDNER

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