

N99000006020

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

1. TEAM FLORIDA/FTAA, INC. N99000006020
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input checked="" 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

C. COULLIETTE NOV 29 1999

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*****78.75 *****43.75

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TEAM FLORIDA/FTAA, INC.

The Articles of Incorporation of TEAM FLORIDA/FTAA, INC. (the "Corporation") are repealed in their entirety and shall be amended and restated as set forth below, to be effective when filed with the Secretary of State, State of Florida:

ARTICLE I. - NAME

The name of this Corporation is:

Team Florida/FTAA, Inc.

ARTICLE II. - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

Article III. - DURATION

The Corporation shall have perpetual existence.

Article IV. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

Suite 1600
2601 South Bayshore Drive
Miami, Florida 33133
Attention: Gregory St. John

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ARTICLE V. - PURPOSES AND POWERS

A. This Corporation is organized and shall be operated exclusively for charitable, educational or other tax-exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, this Corporation is organized for the purpose of supporting the Secretariat of the Free Trade Area of the Americas in its mission of organizing and facilitating the negotiating sessions and operations of the Free Trade Area of the Americas; *it being a major mission of the Corporation to promote economic or community development.*

B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a non-profit corporation as permitted under the Florida Not For Profit Act.

C. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, Director, 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 tax exempt purposes set forth herein.

ARTICLE VI. - MEMBERSHIP

If the Board of Directors determines by a majority vote that the Corporation shall have members, then membership in this Corporation shall be open to any person, family, corporation, or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Directors. Admission to membership in the Corporation shall be by a majority vote of the Board of Directors. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws.

ARTICLE VII. - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of members who shall be elected as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

ARTICLE VIII. - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to charitable, educational or other tax exempt purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of

said property or assets shall ever inure to the benefit of any member, Director or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed 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.

ARTICLE IX. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Suite 1600, 2601 South Bayshore Drive, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be AZ Registered Agent Corporation, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE X. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

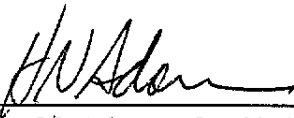
Name

Address

A Z Registered Agent Corporation

Suite 1600
2601 South Bayshore Drive
Miami, Florida 33133

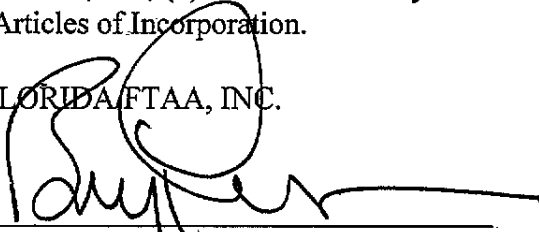
IN WITNESS WHEREOF, the Board of Directors unanimously approved and consented in writing to resolutions approving these Amended and Restated Articles of Incorporation of the Corporation.

By: 
Henry N. Adorno, Co-Chair

CERTIFICATE OF SECRETARY
OF
TEAM FLORIDA/FTAA, INC.

The undersigned secretary of Team Florida/FTAA, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that the Corporation's Board of Directors adopted resolutions in a unanimous consent in writing which: (1) approved the foregoing Amended and Restated Articles of Incorporation of the Corporation; and, (2) authorized Henry N. Adorno, Co-Chair, to execute said Amended and Restated Articles of Incorporation.

TEAM FLORIDA/FTAA, INC.


Barry Johnson, Secretary

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Team Florida/FTAA, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

Date: November 22, 1999

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: _____

Justin T. Wilson, Secretary