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**Florida Department of State**

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**FLORIDA NON-PROFIT CORPORATION**

**THE FINNISH-AMERICAN CHAMBER OF COMMERCE OF FLORIDA,**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
THE FINNISH-AMERICAN CHAMBER OF COMMERCE OF FLORIDA, INC.**

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is The Finnish-American Chamber of Commerce of Florida, Inc.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation are c/o Finnish Consulate, 521 Lake Avenue, Suite 5, Lake Worth, Florida 33460.

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A) For the advancement of charity, education, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B) To protect, develop, encourage, promote and foster trade, business, financial or professional interests, and commercial relations between Finland and the United States, domestically and internationally.
- C) To operate exclusively in any other manner for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

Christian N. Scholin, Esquire  
Mollica & Scholin, P.A.  
Florida Bar No.: 980102  
505 South Flagler Drive, Suite 1001  
West Palm Beach, Florida 33401  
Telephone: 561/655-7711  
Facsimile: 561/655-7972

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#### ARTICLE IV MEMBERS

- A) The qualifications for members and the manner of their admission shall be regulated by the By-Laws of the corporation.
- B) This corporation shall be authorized to issue membership certificates.
- C) All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such membership certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the By-Laws or any agreement between the members, and that a copy of such By-Laws or agreement shall be provided to all members.
- D) Except as otherwise prescribed by Florida law, each membership certificate shall entitle the holder thereof to one vote.

#### ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Christian N. Scholin, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

#### ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

- A) The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be five (5), provided however, that such number may be changed by a By-Law duly adopted by the members.
- B) At the first annual meeting of members and at each annual meeting thereafter the members shall elect directors to hold office for two (2) year term. Two (2) original directors named in the Articles of Incorporation chosen by a lottery at the first Board of Directors meeting shall hold office until the first annual meeting of members and the remaining original directors shall hold office until the second annual meeting of membership. Each director shall hold office for a term for which he is elected and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death.
- C) Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent on consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that

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the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

D) The names and addresses of such initial members of the Board of Directors are as follows:

1. Esa Jokela - 1 Lochwick Road, Palm Beach Gardens, Florida 33418.
2. Heli A. Schultz, 521 Lake Avenue, Suite 5, Lake Worth, Florida 33460.
3. Jouni J. Silvennoinen, 525 South Flager Drive, Ste. 100, West Palm Beach, Florida 33401.
4. Tytti Valtonen, 1340 Neptune Drive, Boynton Beach, Florida 33426.
5. Sakri A. Viklund, 465 Greynolds Circle, Lantana, Florida 33465.

E) The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

#### ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A) 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 Article IV hereof.

B) No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C) 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 sections 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law).

D) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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**ARTICLE VIII  
DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX  
AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, by following the procedure set forth therefore in the By-Laws.

**ARTICLE X  
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational, charitable purpose, 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  
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

**ARTICLE XII  
INCORPORATOR**

The name and street address of the incorporator to these articles of incorporation are Christian N. Sholin, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

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The undersigned, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 25th day of October, 1999.

  
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Christian N. Scholin, Esquire

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## REGISTERED AGENT AND OFFICE

Pursuant to the provisions of F.S. 617.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is FINNISH-AMERICAN CHAMBER OF COMMERCE OF FLORIDA, INC.

2. The name of the registered agent is Christian N. Scholin.

3. The address of the registered agent/registered office is Christian N. Scholin, Esquire, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
Christian N. Scholin

Date: October 25, 1999.

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