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07 JUL 1964

REF ID: A66198 - 170772

AUTHORIZATION

COST LETTER: \$ 1,222.00

[illegible]

ORDER DATE : January 16, 1996

ORDER TIME @ 3:21 PM

ORDER NO. # 606493

CUSTOMER NO: 4303929

CUSTOMER: Eather J. Forbes, Legal Asst
GREENBERG TRAUBIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3230

Need
Today's
Filing Date

96 JUN 16 AM 8:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: HEMISPHERIC AVIATION COUNCIL,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: F. BROWN JAN 18 1997

RECEIVED
56 JAN 16 PM 4: 11
DIVISION OF CORPORATION

~~Cal~~
~~1196-1988~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

January 17, 1996

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: HEMISPHERIC AVIATION COUNCIL, INC.
Ref. Number: W96000001288

We have received your document for HEMISPHERIC AVIATION COUNCIL, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Brearn
Document Specialist

Letter Number: 896A00002137

**ARTICLES OF INCORPORATION
OF
HEMISPHERIC AVIATION COUNCIL, INC.**

FILED
96 JAN 16 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

HEMISPHERIC AVIATION COUNCIL, INC.

ARTICLE II

BUSINESS ADDRESS

The street address of the initial principal office and the mailing address of this corporation shall be:

5757 Blue Lagoon Drive
Suite 110
Miami, Florida 33126

ARTICLE III

DURATION

The period of duration of this corporation shall be perpetual, unless dissolved according to law.

ARTICLE IV

PURPOSES

The purposes for which the Corporation is organized are as follows:

The Corporation is organized as a business league for the purposes as set forth in Section 501(c)(6) of the Internal Revenue Code and for the purpose of organizing and hosting an annual

aviation conference of all of the countries of the Americas and to engage in such other activities as may be reasonably necessary to carry out the foregoing purposes.

ARTICLE V

RESTRICTIONS ON PRIVATE INUREMENT AND ACTIVITIES

1. 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.
2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

ARTICLE VI POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

BOARD OF DIRECTORS ARTICLE VII

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. The number of members of the Board of Directors shall be established by the Bylaws, but in no event shall be less than three (3), and the Board of Directors shall be elected in the manner set forth in the Bylaws. The first Board of Directors

shall be three (3) in number, and their names and addresses shall be as follows:

1. Luis Lauredo
Greenberg, Traurig
1221 Brickell
Suite 2300
Miami, Florida 33131
2. MJ Parker
Engineering & Construction Services, Inc.
5757 Blue Lagoon Drive
Suite 110
Miami, Florida 33126
3. George Knox
Adorno & Zerder
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

INCORPORATOR

The sole incorporator of the corporation and the address of the sole incorporator are as follows:

Luis Lauredo
Greenberg, Traurig
1221 Brickell Avenue
Suite 2300
Miami, Florida 33131

ARTICLE IX

MEMBERS

The membership of the Corporation shall consist of all persons hereinafter named as Directors and all other person 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 X

INITIAL REGISTERED OFFICE AND AGENT

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

Registered Agent: Luis Laureda

Registered Office: Greenberg, Traurig
1221 Brickell Avenue
Suite 2300
Miami, Florida 33131

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, and after returning, transferring or conveying in accordance with applicable requirements all assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, distribute the remaining assets of the Corporation to one or more tax-exempt entities in furtherance of the purposes of the Corporation set forth in Article IV hereof. To the extent that the Directors in their discretion determine that it is not feasible to dispose of the assets of the Corporation in furtherance of the purposes described in Article IV hereof, the remaining assets of the Corporation shall be distributed to one or more tax-exempt entities for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction 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, which are organized and operated exclusively for such purposes.

ARTICLE XII

AMENDMENT

The Board of Directors of the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon members is subject to

this reservation. Members shall not be entitled to vote upon amendments to these Articles of Incorporation.

ARTICLE XIII

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, unless such person breached or failed to perform his duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

1. a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
3. recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.


A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

ARTICLE XIV

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.

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 19 day of January, 1996.


Luis Lauredo, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in the foregoing Articles of Incorporation, 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.

By: 
Luis Lauredo
Registered Agent
Dated: January 19, 1996