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FLORIDA NON-PROFIT CORPORATION

miart foundation, inc.

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4

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

EFFECTIVE DATE
10-29-03

ARTICLE I. NAME

The name of the corporation shall be: MIART Foundation, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

32 NE 39th Street
Miami, FL 33137

ARTICLE III. PURPOSE(S)

The specific purpose for which the corporation is organized is: to serve as an educational organization that will provide a curriculum of advanced artistic and technical skills to regularly enrolled individuals to prepare them for a professional level career in the arts.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

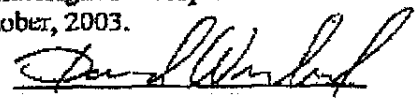
David L. Wrubel, CPA, PA
560 Lincoln Road - Suite 304
Miami Beach, FL 33139

ARTICLE VI. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation:

David L. Wrubel
560 Lincoln Road - Suite 304
Miami Beach, FL 33139

The undersigned incorporator has executed these Articles of Incorporation this 29th Day of October, 2003.



Signature/Incorporator

10/29/03

Date

ARTICLE VII. EXISTENCE

This corporation shall commence existence on October 29, 2003.
The corporation is to have perpetual existence.

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ARTICLE VIII. DIRECTORS AND OFFICERS

The name and address of the directors and officers shall be:

DIRECTOR/PRESIDENT:

CAROL DAMIAN

1115 N. GREENWAY DRIVE
CORAL GABLES, FL 33134

DIRECTOR/VICE-PRESIDENT:

DOROTHY LONG

1009 S.E. 7TH STREET
FT. LAUDERDALE, FL 33301

DIRECTOR/SECRETARY:

DANIEL VINOLY

2450 S.W. 23 AVENUE
MIAMI, FL 33145

DIRECTOR/TREASURER:

JOSEPH T. MONAGLE III

200 S. BISCAYNE BLVD., SUITE 4500
MIAMI, FL 33131

ARTICLE IX. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

- a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code.
- b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
- c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

MIART FOUNDATION, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.

David J. Wumbel, CPA, PA
REGISTERED AGENT

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