

02/11/2004

48

3 578 3 1

STATE OF FLORIDA

PAGE 01/12

Division of Corporations

Page 1 of 1

N04000001415

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000027782 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Samantha Fitzgerald

Account Name : FOWLER, WHITE, BURNETT, ET AL
Account Number : 071250001512
Phone : (305) 789-9200
Fax Number : (305) 789-9201

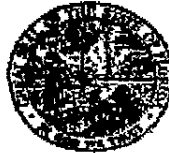
FLORIDA NON-PROFIT CORPORATION

South Florida Friends of The Arts, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

FILED
04 FEB 11 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Received 02/10/2004 13:13 in 00:54 on Line 01 for ADMINISTRATOR * Pg 1/1
Department of State 2/10/2004 1:08 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 10, 2004

FOWLER WHITE

SUBJECT: SOUTH FLORIDA FRIENDS OF THE ARTS, INC.
REF: W04000005555

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

No registered agent designation acceptance or signature page.

If you have any further questions concerning your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

FAX Aud. #: H04000027782
Letter Number: 804A00009007

((H040000027782 3))

04 FEB 11 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA FRIENDS OF THE ARTS, INC.**

The undersigned, incorporator a natural person competent to contract, hereby files these Articles of Incorporation in order to form a Corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

Name

The name of this Corporation shall be SOUTH FLORIDA FRIENDS OF THE ARTS, INC.

ARTICLE II

Purpose and Powers

SECTION 1: Purpose: The purpose of the Corporation is to voluntarily promote the idea and scope of the music program at the Church Of The Epiphany as a means of expanding and contributing to a broader and richer cultural life in the greater South Florida community and to assist in every way the music program including advice, recruiting of volunteers and other personnel, arranging for guest performers, soliciting of contributions and, in general, any other work in furtherance of the program.

SECTION 2: Powers:

(a) The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization

((H040000027782 3))

(((H040000027782 3)))

within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

To this end the Corporation shall have the following powers:

- (i) To own acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, make gifts of or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.
- (ii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
- (iii) To enter into private contracts with any person, firm, association, corporation, municipality, county, state, or other body politic or with any colony, dependence or agency of any of the foregoing.
- (iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to this Corporation by these Articles, its By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, Officer of the Corporation, or any private

(((H040000027782 3)))

(((H04000027782 3)))

individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no Member, Director, Officer 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.

- (ii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (iii) Notwithstanding any other provision of these Articles, 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 of 1954, as amended, or by an organization, contributions to which are deductible under Sections 170(c)(2), or 2055(a) of the Internal Revenue Code of 1954, as amended.
- (iv) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such charitable, religious, scientific, testing for public safety, literary or educational organizations which then qualify under the provisions of

(((H04000027782 3)))

(((H04000027782 3)))

Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, as the Board of Directors may decide.

ARTICLE III

Members

(a) The members of this Corporation shall consist of the first Board of Directors, and such other persons as qualify for membership in accordance with this Article III and the By-laws of the Corporation.

(b) Any person performing services in the music program or any person donating time or resources to South Florida Friends Of The Arts, Inc. shall be eligible for membership. The By-Laws of this Corporation shall set forth the method by which an eligible person may be admitted to membership in the Corporation.

(c) The By-Laws of this Corporation may provide for classes of membership.

ARTICLE IV

Terms of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Incorporator

The name and address of the Incorporator to these Articles of Incorporation is as follows:

Name
Audrey Ross

Address
4689 Ponce De Leon Blvd., 3rd Floor
Coral Gables, FL 33146

(((H04000027782 3)))

(((H04000027782 3)))

ARTICLE VIBoard of Directors

(a) The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of not less than six (6) members, the exact number to be determined from time to time in accordance with the By-Laws. The method of electing Directors shall be as set forth in the By-Laws of the Corporation.

(b) The names and addresses of the First Board of Directors who shall serve for terms as set forth hereinafter and until their successors are elected are as follows:

	<u>Name</u>	<u>Address</u>	<u>Term</u>
1.	Audrey Ross	4689 Ponce De Leon Blvd., 3rd Floor Coral Gables, Florida 33146	3
2.	Joanne Norman Schulte 3	6210 Maggiore Street Coral Gables, Florida 33146	
3.	Monsignor Jude O'Doherty	8081 S.W. 54 Court Miami, Florida 33143	3
4.	Joe Reyes	6701 Sunset Drive, #100 Miami, Florida 33143	2
5.	Ana Collongette	1036 Sorolla Avenue Coral Gables, Florida 33134	2
6.	Aurelia Corbitt	7400 Monaco Street Coral Gables, Florida 33143	2
7.	Hector Lans	9100 Arvida Lane Coral Gables, Florida 33156	1
8.	Patrick Quigley	8081 S.W. 54 Court	1

(((H04000027782 3)))

(((H04000027782 3)))

- | | | | |
|-----|------------------------|---|---|
| 9. | Dr. David Kudzna | 9038 Castle Harbour Circle
Vero Beach, Florida 32963 | 1 |
| 10. | Michael Collieran | 11050 Girasol Avenue
Coral Gables, Florida 33156 | 1 |
| 11. | A. Blackwell Stieglitz | 8820 Schoolhouse Road
Miami, Florida 33156 | 1 |
| 12. | John C. Strickroot | 100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131 | 1 |

ARTICLE VII

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or repealed by the Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE VII

Street and Mailing Address

Registered Office and Registered Agent

(a) The office of the Incorporation shall be located at 4689 Ponce De Leon Blvd., Suite 300, Coral Gables, Florida 33146.

(b) The name of the registered agent and address of the registered office of this Corporation in the State of Florida shall be as follows: Audrey Ross, 4689 Ponce De Leon Blvd., Suite 300, Coral Gables, Florida 33146.

(c) The Board of Directors of the Corporation shall have the authority to change the registered agent and registered office of the Corporation.

(((H04000027782 3)))

(((H04000027782 3)))

ARTICLE IXIndemnification of Directors and Officers

(a) The Corporation shall indemnify any officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- (i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such persons for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interest of the

(((H04000027782 3)))

(((H04000027782 3)))

Corporation or that he had reasonable grounds for belief that such action was unlawful.

- (ii) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(b) Any indemnification under section (i)(ii) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer 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 that, with respect to any criminal action or proceeding, he had no

(((H04000027782 3)))

(((H04000027782 3)))

reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subsection (a)(i) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subsection (a)(i) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such persons and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this section.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

(((H04000027782 3)))

(((H04000027782 3)))

ARTICLE XIAmendments

These Articles of Incorporation may be amended by the unanimous consent in writing of the entire Board of Directors, or by a three fourths majority vote of the Board of Directors at any regular or special meeting where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by all the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 19 day of January, 200 4.


Audrey Ross, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

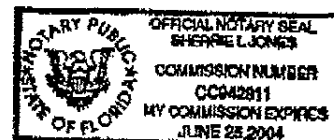
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Audrey Ross to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 19th day of January, 200 4.


Notary Public, State of Florida At large

My Commission Expires: 6-25-2004

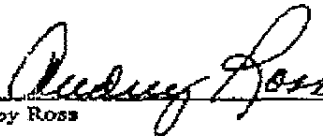
[bb] W:\64519\ARTINC-1.WPD (1/7/4-15:58)



H0400000277823

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these 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.


Audrey Ross

FILED

04 FEB 11 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H0400000277823