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06 APR 24 PM 4:38

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April 20, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Miramar Cultural Trust, Inc.

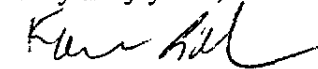
To Whom It May Concern:

Enclosed please find an Original Articles of Incorporation for the Miramar Cultural Trust, Inc., with two copies and a check to the Department of State in the amount of \$78.75. Please mail the acknowledgment and the Certified Copy to:

Karen Lieberman, Esq.
Weiss Serota Helfman, et al.
3107 Stirling Road, Suite 300
Fort Lauderdale, Florida 33312

Thank you for your attention to this matter.

Very truly yours,



Karen Lieberman

509.001
Enclosure

**ARTICLES OF INCORPORATION
FOR
MIRAMAR CULTURAL TRUST, INC.
a Florida not for profit corporation**

FILED
06 APR 24 PM 4:38
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby establish the following Articles of Incorporation (the "Articles"):

ARTICLE I

Name

The name of the corporation shall be **MIRAMAR CULTURAL TRUST, INC.** (the "Corporation").

ARTICLE II

Principal Office

The principal place of business and mailing address of this Corporation shall be 2300 Civic Center Place, 2nd Floor, Miramar, FL 33025.

ARTICLE III

1. **No Stock.** The Corporation is organized upon a non stock basis.
2. **No Members.** The Corporation shall not have any members.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

Purpose

This Corporation is organized and shall operate exclusively for educational, cultural and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. In furtherance of such purposes, the Corporation shall be authorized:

1. To raise funds and other monies for the development and establishment of the Miramar Cultural Arts Center for the benefit of the community.

2. To solicit and accept contributions of money and property and to accept devises and bequests and all other monies and property made available by virtue of trusts, endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use and administer such monies or property for the furtherance of the Corporation's purposes.

3. To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, and to other limitations provided in these Articles.

ARTICLE VI

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 associates or representatives of the Corporation 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 as set forth in Article V hereof.

2. 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 or in opposition to any candidate for public office.

3. Notwithstanding any provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE VII

Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the City of Miramar, a Florida municipal corporation, for the general purposes for which the Corporation was organized, or another organization operated exclusively for charitable purposes and which qualifies as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code; provided that the assets so distributed will be subject to the conditions, restrictions, and limitations to which such assets were subject to when they were assets of the Corporation.

ARTICLE VIII

Manner Of Election

The manner in which the directors are elected or appointed shall be as set forth in the bylaws.

ARTICLE IX

Initial Directors And/Or Officers

The initial Board of Directors shall consist of three (3) individuals. The initial officers of the Corporation shall be President, Vice President and Secretary/Treasurer. The number of directors may be increased or decreased from time to time as provided in the bylaws, but at no time shall there be fewer than three (3) directors. The names and addresses of the individuals, each of whom are 18 years of age or older, who shall serve on the initial Board of Directors are:

1. Robert A. Payton, President, 2300 Civic Center Place, 2nd Floor, Miramar, FL 33025;
2. Lori C. Moseley, Vice President, 2300 Civic Center Place, 2nd Floor, Miramar, FL 33025; and
3. Vernon E. Hargray, Secretary/Treasurer 2300 Civic Center Place, 2nd Floor, Miramar, FL 33025.

ARTICLE X

Initial Registered Office and Agent

The initial registered office of this Corporation shall be 3107 Stirling Road, Suite 300, Ft. Lauderdale, Florida 33312, and the initial registered agent of this Corporation at such office shall be Weiss Serota Helfman Pastoriza Cole & Boniske, P.A.

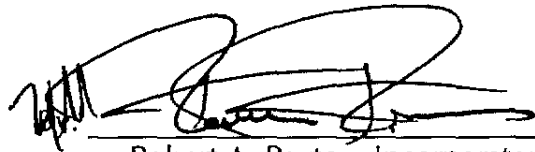
ARTICLE XI

Incorporator

The name and address of the Incorporator is as follows:

Robert A. Payton, President
2300 Civic Center Place
Miramar, Florida 33025-6577.

IN WITNESS WHEREOF, I, the undersigned incorporator, has executed these Articles of Incorporation this 19 day of April, 2006.



Robert A. Payton, Incorporator
4-19-06

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared Robert A. Payton, who is (check one) [] personally known to me or [] provided _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 19 day of April, 2006.

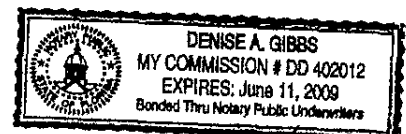


Signature of Notary

Name of Notary: Denise A. Gibbs

My Commission Expires: June 11, 2009

(NOTARY SEAL)



ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, and all other applicable laws, the undersigned submits the following statement in accepting the designation as registered agent and registered office of MIRAMAR CULTURAL TRUST, INC., a Florida not for profit corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of April, 2006.

REGISTERED AGENT:

Weiss Serota Helfman Pastoriza
Cole & Boniske, P.A.

By: 
Karen Lieberman, Esq.

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06 APR 24 PM 4:38
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA