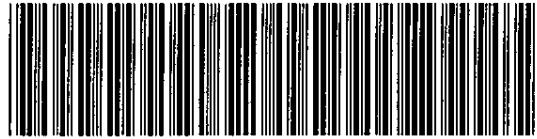


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2008 APR 29 PM 4: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 08 2008

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

April 28, 2008

Re: Articles of Incorporation for the Adrienne Arsht Center Foundation, Inc.

Dear Sir or Madam:

I have enclosed the following documentation in order to incorporate the above referenced entity as a not-for-profit Florida corporation:

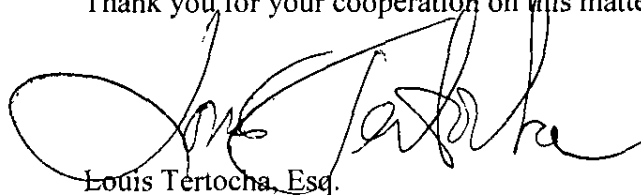
1. Executed Cover Letter,
2. Articles of Incorporation (2 originals), and
3. A check, in the amount of \$87.50, payable to the Department of State.

Please file the documents and return a Certified Copy of the Articles of Incorporation and a Certificate of Status to my attention at the following address:

Adrienne Arsht Center Foundation, Inc.
Attention: Louis Tertocha, Esq.
Adrienne Arsht Center for the Performing Arts
1300 Biscayne Boulevard
Miami, Florida, 33132.

In the event that you have any questions, please contact me at the address stated above or by telephone at 786.468.2206.

Thank you for your cooperation on this matter,



Louis Tertocha, Esq.

Enclosures

COVER LETTER

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

SUBJECT: Adrienne Arsht Center foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Louis Tertochay, Esq.
Name (Printed or typed)

Arsht Performing Arts Center, 1300 Biscayne Boulevard
Address

Miami, Florida, 33132
City, State & Zip

786.468.2206
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

2008 APR 29 PM 4: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADRIENNE ARSHT CENTER FOUNDATION, INC.

(A Florida Not For Profit Corporation)

The undersigned, natural persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of Incorporation of Adrienne Arsht Center Foundation, Inc., (herein referred to as the "Foundation") in compliance with Chapter 617, *Florida Statutes*, the Florida Not For Profit Corporation Act (the "Act").

Article I
NAME

The name of this corporation shall be **Adrienne Arsht Center Foundation, Inc.**

Article II
PURPOSE

The Foundation is organized exclusively for the solicitation of funds and in-kind gifts which will be used to sustain and support the arts programs and charitable and educational purposes of the Performing Arts Center Trust, Inc., a Florida not for profit corporation (the "Trust"), which operates the Adrienne Arsht Performing Arts Center of Miami-Dade County, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not for profit corporations may be organized, so far as or may be permitted by the laws of the State of Florida.

Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not engage in any activity not permitted to be carried on by a corporation (a) which is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and its Regulations as the same now exist, or as they may be hereafter amended from time to time, or any corresponding section of any subsequent federal tax law (collectively, the "Code"), or (b) contributions to which are deductible under Section 170(c)(2) of the Code.

Article III
PRINCIPAL OFFICE

The principal place of business and street mailing address of the Foundation is:

Adrienne Arsht Center Foundation, Inc.
1300 Biscayne Boulevard
Miami, Miami-Dade County, Florida, 33132
Attn: Executive Director

Article IV
TAX EXEMPT STATUS

The Foundation is a not for profit corporation.

It is the express purpose of these Articles of Incorporation to limit the authority, powers and purposes of the Foundation, and to require the Foundation to conform, to the limitations set forth in the Code with reference to organizations which are organized and operated exclusively for charitable and educational purposes within the purview of Section 501(c)(3) of the Code, and nothing herein shall be construed to grant to the Foundation any powers or purposes not contemplated and authorized under said Section.

No substantial part of the income or principal of the Foundation shall inure to the benefit of or be distributed to any director or officer of the Foundation or to any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

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

In the event of the complete or partial liquidation or dissolution of the Foundation, whether voluntary or involuntary, the balance of all money and other property received by the Foundation from any source, after the payment of all debts and obligations of the Foundation, shall be used for or distributed to the Trust, or if the Trust is not then an organization described in Section 501(c)(3) of the Code or does not then exist, then as provided by law exclusively to one or more organizations then described in Section 501(c)(3) of the Code or to the federal, state or local government for exclusively public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The Foundation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code; the Foundation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Foundation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the Foundation will not make any taxable expenditures as defined in section 4945 of the Code.

Article V
BY-LAWS OF THE FOUNDATION

The initial By-Laws of the Foundation shall be adopted by the first Board of Directors of the Foundation. Thereafter, the power to alter, amend or repeal all or any part of the By-Laws of the Foundation shall be vested exclusively in the Board of Directors of the Foundation.

Article VI
DIRECTORS

The qualifications, manner of election, duties, terms and other matters relating to the Board of Directors of the Foundation shall be provided in the By-Laws of the Foundation as amended from time to time in accordance therewith. The first Board of Directors of the Foundation shall be elected by the Incorporators.

Article VII
REGISTERD OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office of the Foundation is 1300 Biscayne Boulevard, Miami, Florida, 33132. The name of the initial registered agent at this office is Munisha Underhill. The Board of Directors of the Foundation may from time to time designate such other person as its registered agent or such address and place for the registered office of the Foundation as it may see fit.

Article VIII
NO MEMBERSHIPS; CORPORATE EXISTENCE

The Foundation shall not have any members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote of the Board of Directors. The Foundation shall exist in perpetuity.

Article IX
INCORPORATORS

The names and addresses of the Incorporators of the Foundation are as follows:

Adrienne Arsht
3031 Brickell Avenue
Miami, Florida, 33129

Robert T. Barlick, Jr.
200 South Biscayne Blvd., Suite 3700
Miami, Florida, 33131

Ronald Esserman
10455 N.W. 12th Street
Miami, Florida, 33172


Richard E. Schatz
150 West Flagler Street, Suite 2200
Miami, Florida, 33130

Sherwood M. Weiser
3250 Mary Street
Miami, Florida, 33131


The undersigned Incorporators have executed these Articles of Incorporation as of
April 25, 2008.




Adrienne Arsht



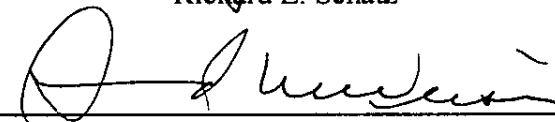
Robert T. Barlick, Jr.



Ronald Esserman



Richard E. Schatz



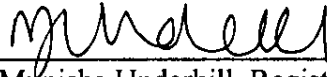
Sherwood M. Weiser

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 as provided for in Chapter 617, Florida Statutes.



Munisha Underhill, Registered Agent

Dated: April 24, 2008