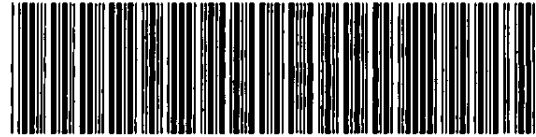


N10000003260



400171965244

03/22/10--01039--019 **78.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

WLO-144/12

Office Use Only

waiting for box

FILED

2010 MAR 30 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 31 2010

COVER LETTER

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

SUBJECT: THE LIGHT BOX, 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: MARLON A. HILL, ESQ.
Name (Printed or typed)

200 S. BISCAYNE BLVD., SUITE 2750
Address

MIAMI, FLORIDA 33131
City, State & Zip

786-777-0184
Daytime Telephone number

MHILL@DELANCYHILL.COM
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 23, 2010

MARLON A. HILL, ESQ
200 S. BISCAYNE BLVD STE 2750
MIAMI, FL 33131

SUBJECT: THE LIGHT BOX, INC.
Ref. Number: W10000014412

We have received your document for THE LIGHT BOX, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of 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 (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 710A00007108

**ARTICLES OF INCORPORATION
OF
THE LIGHT BOX AT GOLDMAN WAREHOUSE, INC.
(a corporation not for profit)**

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

1. NAME.

The name of this corporation is

THE LIGHT BOX AT GOLDMAN WAREHOUSE, INC.

2. PURPOSES.

(a) This corporation is organized and shall operate exclusively for charitable, educational and other purposes that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (iii) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 MAR 30 PM 4:42

FILED

any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and

- (iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (v) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
- (vi) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(d) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or 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 Internal Revenue Code of 1986, as amended. 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.

(e) No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(f) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. **MEMBERS.**

Members of this corporation shall be natural persons, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the corporation.

4. **TERM OF EXISTENCE.**

This corporation shall exist perpetually.

5. **ADDRESS.**

The street address of the initial principal office and mailing address of the Corporation is 404 NW 26th Street, Miami, Florida 33127-4720.

6. MEMBERS.

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3).

The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Elizabeth Boone
P.O. Box 1048
Miami, FL 33137

Teo Castellanos
P.O. Box 557845
Miami, FL 33255

Nancy Gelles
1 Grove Isle, #1803
Miami, FL 33133

Successors shall be elected pursuant to the By-laws of the corporation.

7. SUBSIDIARY

Pursuant to Section 617.0202 of the Florida Statutes, this corporation shall be subordinate to and subject to the authority of Miami Light Project, Inc., a Florida not-for-profit corporation.

8. NAME AND ADDRESS OF INCORPORATOR.

The name and address of the Incorporator of this corporation is Elizabeth Boone, 404 NW 26th Street, Miami, Florida 33127-4720.

9. NAME AND OFFICE OF REGISTERED AGENT.

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is Elizabeth Boone, 404 NW 26th Street, Miami, Florida 33127-4720.

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

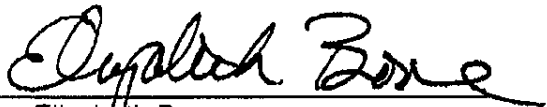
Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

THE LIGHT BOX AT GOLDMAN WAREHOUSE, INC., desiring to organize under the laws of the State of Florida, with its principal office at 404 NW 26th Street, Miami, Florida 33127-4720, has named Elizabeth Boone, 404 NW 26th Street, Miami, Florida 33127-4720 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Elizabeth Boone hereby states that he is familiar with, and accepts, the obligations of such appointment.

Date: March 16, 2010

By: 
Elizabeth Boone
Registered Agent

FILED
2010 MAR 30 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA