

5/3/2011

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Division of Corporations

**Florida Department of State**

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BLACKBIRD ARTS AND RESEARCH, INC.**

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**ARTICLES OF AMENDMENT to  
ARTICLES OF INCORPORATION  
of  
BLACKBIRD ARTS AND RESEARCH INC.  
(A Not-For-Profit Corporation)**

Pursuant to the provisions of Section 617.1006, the Blackbird Arts and Research Inc. hereby adopts the following amendments to its Articles of Incorporation. The Articles of Amendment were duly adopted by the Board of Directors on April 26, 2011. There are no members who were entitled to vote on the Amendment.

**ARTICLE I - NAME**

The name of the corporation is Blackbird Arts and Research, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II - ADDRESS**

The principal place of business and mailing address of the Corporation is: 774 NE 70<sup>th</sup> Street, Miami, FL 33138.

**ARTICLE III - PURPOSE**

The Corporation is organized exclusively for charitable purposes under Section 501 (c) (3) of the Internal Revenue Code, which purposes include, but are not limited to, supporting innovative arts and research that contributes to building public knowledge and engagement with the arts, culture, history, and society. In furtherance of its charitable purpose, the Corporation may also make distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV - BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors comprised of five (5) directors. The number of directors on the Board may be changed from time to time, but shall at no time be comprised of less than three (3) directors, nor more than six (6) directors. The specific number of directors and the manner of their selection shall be as set forth in the Bylaws of the Corporation.

The Directors of the Corporation are:

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Lara Stein Pardo  
680 NE 64<sup>th</sup> Street, A103  
Miami, FL 33138

Lisa Phillip  
774 NE 70<sup>th</sup> Street  
Miami, FL 33138

Jennifer Gonzalez  
4300 Sheridan Street  
Miami Beach, FL 33141

Alissa Stein  
115 W. San Marino Drive  
Miami Beach, FL 33139

James Cudzilo  
67 NE 103<sup>rd</sup> Street  
Miami Shores, FL 33150

#### **ARTICLE V - REGISTERED AGENT**

The Registered Agent of the Corporation is Barry Stein. The address of the Registered Office is 25 SE 2<sup>nd</sup> Avenue, Suite 425, Miami, FL, 33131. The Registered Agent accepts this designation and agrees to comply with the provisions of Chapter 617 F.S. regarding the same.

#### **ARTICLE VI - ACTIVITIES**

No part of the 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

#### **ARTICLE VII - TERMINATION**

The Corporation's duration shall commence upon the filing of these Articles with the Division of Corporations and continue in perpetual existence until terminated: (i) in

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accordance with the Corporation's Bylaws, or (ii) through administrative dissolution under applicable Florida law.

#### ARTICLE VIII - DISSOLUTION

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 Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in Miami-Dade County, or such other county in which the principal office of the Corporation may be located, exclusively for such purposes or to such organizations as said Court shall determine meets the exempt purposes of Section 501 (c) (3) or other public purpose.

#### ARTICLE IX - ADOPTION

IN WITNESS WHEREOF, the undersigned Director, as a duly authorized representative of the Corporation, has set her hand this 26 day of April 2011.



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Lara Stein Pardo, Director

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

The undersigned hereby agrees to accept the designation of registered agent for Blackbird Arts and Research, Inc. In this capacity, the undersigned agrees to accept service of process at the place designated in the Articles of Incorporation and comply with all the obligations and duties required by Chapter 617 F.S.

Name: Barry Stein

Signature:

*Barry Stein*

Date:

*4/28/11*