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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Miami Beach Arts
Trust, Inc

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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- Certificate of Fictitious Name
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

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4/26/99 9:34

Name

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APR 26 1999

ARTICLES OF INCORPORATION

OF

MIAMI BEACH ARTS TRUST, INC.

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The undersigned hereby associate themselves to form a corporation not-for-profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **Miami Beach Arts Trust, Inc.**, located at 1700 Convention Center Drive, 4th Floor, Office of Arts, Culture and Entertainment, Miami Beach, Florida 33139, Attention: David Whitman.

ARTICLE II

Section 1. This not-for-profit corporation is organized for the following purposes:

(a) To support and assist the Cultural Arts Council (a board created, organized and existing under and pursuant to Section 2-51 of the Code of the City of Miami Beach) in developing, coordinating and promoting the performing and visual arts in the City of Miami Beach (the "City") for the enjoyment, education, cultural enrichment and benefit of the residents of and visitors to said City.

(b) To stimulate greater governmental and public awareness and appreciation of the importance of the arts to the residents of and visitors to the City.

(c) To encourage greater and more efficient use of governmental and private resources for the development and support of the arts.

(d) To encourage and implement opportunities for City residents to participate in artistic activities.

(e) To promote the development of artists, institutions and community organizations sponsoring arts activities and audiences within the City.

(f) To support and implement the preservation and growth of the City's artistic resources.

(g) To foster the development of a receptive climate for the arts to culturally enrich and benefit the citizens of the City in their daily lives, to make City visits and vacations all the more appealing to the world and to attract to the City residency additional outstanding creators in the field of the arts through appropriate programs of publicity, education, coordination and sponsor activities such as the presentation of lectures and exhibitions and central compilation and dissemination of information on the progress of the arts in the City.

Section 2. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the Regulations promulgated thereunder (the "Regulations"), and not for pecuniary profit or financial gain.

Section 3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

Section 4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE III

POWERS AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, 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.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property,

the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs, and to make application for, and receive, grants from any sources thereof, including foundations and governments.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation, including, but not limited to, the exercise of all powers granted, from time to time, under Chapter 617, Florida Statutes.

Section 2. Limitations of Powers. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.

(b) No part of the income or principal of the 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 fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) 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.

(c) 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 its proceeds, 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 for the purposes within those hereinabove set forth and within the intent of Section 501(c) of the Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

(d) The Corporation shall not have any power to contract in the name of the City or the Cultural Arts Council, or to bind the City or the Cultural Arts Council in any way.

ARTICLE IV

QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
Stephen A. Sauls	1700 James Avenue Miami Beach, FL 33139
David Whitman	1700 Convention Center Drive Miami Beach, FL 33139
Lawrence A. Levy	1700 Convention Center Drive Miami Beach, FL 33139

ARTICLE VII

DIRECTORS

Section 1. The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three (3) Directors.

Section 2. The members of the Board of Directors shall be elected in the manner and shall hold office for such terms as shall be set forth in the By-Laws.

Section 3. The names of the persons who shall serve as the Board of Directors until the first election under these Articles of Incorporation and the By-Laws are:

<u>Name</u>	<u>Address</u>
Stephen A. Sauls	1700 James Avenue Miami Beach, FL 33139
David Whitman	1700 Convention Center Drive Miami Beach, FL 33139
Lawrence A. Levy	1700 Convention Center Drive Miami Beach, FL 33139

Section 4. The Board of Directors shall hold meetings at such time and place as shall be set forth in the By-Laws of the Corporation.

Section 5. All decisions of the Board of Directors shall be made by a simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VIII

OFFICERS

Section 1. The affairs of the Corporation are to be managed by a Chairperson, Vice Chairperson, Secretary, Treasurer and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

Section 3. The names of the officers who are to serve until the first election under these Articles of Incorporation are:

<u>Office</u>	<u>Name</u>
Chairperson	Stephen A. Sauls
Vice-Chairperson	David Whitman
Secretary	Lawrence A. Levy
Treasurer	Lawrence A. Levy

ARTICLE IX

BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a simple majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Board of Directors called for such purpose.

ARTICLE X

AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member of the Board of Directors and must be adopted by a majority vote of the Directors present at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

ARTICLE XI

PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. The principal office of this Corporation shall be located at 1700 Convention Center Drive, 4th Floor, Office of Arts, Cultural and Entertainment, Miami Beach, Florida 33139, Attention: David Whitman. The location may be changed from time to time to such place within the City of Miami Beach, Florida as the Board of Directors may determine.

Section 2. The initial Registered Agent of this Corporation shall be Lawrence A. Levy, Esq.

Section 3. The initial Registered Office shall be Office of the City Attorney, 1700 Convention Center Drive, 4th Floor, Miami Beach, Florida 33139, Attention: Lawrence A. Levy, Esq.

ARTICLE XII

DUES

The Board of Directors of this Corporation may, from time to time, determine the amount of annual dues payable by the members of the Corporation.

ARTICLE XIII

MEETINGS OF MEMBERS

Section 1. The annual meeting of members of this Corporation shall be held at such time and place within the City of Miami-Beach, Florida, and in such manner, as the By-Laws of this Corporation shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of the members, and for due notice of all meetings of members.


Section 3. There shall be no quorum requirement for meetings of the members of the Corporation; provided, however, that no meeting of the members of the Corporation shall be held unless a quorum of the Directors of the Corporation is present for the duration the meeting.

ARTICLE XIV

DISSOLUTION AND LIQUIDATION

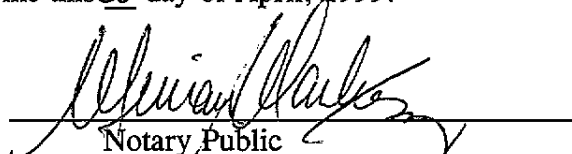
This Corporation may be dissolved by the Board of Directors by a two-thirds (2/3) vote of the members present at a meeting held for such purpose. Upon dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands as of the first day of April, 1999, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.


Incorporator

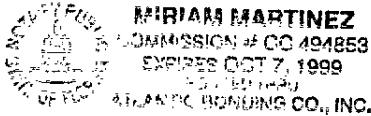
SWORN TO AND SUBSCRIBED before me this 20 day of April, 1999.



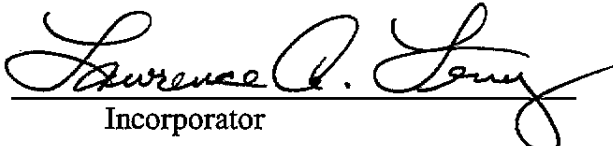

Notary Public
My Commission Expires


Incorporator

SWORN TO AND SUBSCRIBED before me this 20 day of April, 1999.

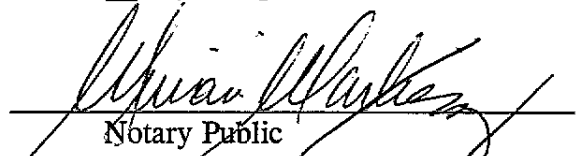



Notary Public
My Commission Expires


Incorporator

SWORN TO AND SUBSCRIBED before me this 20 day of April, 1999.

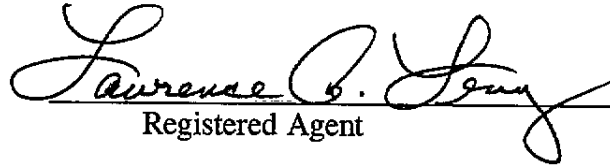



Notary Public
My Commission Expires

Having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 9th day of April, 1999.


Registered Agent

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