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CAPITAL CONNECTION

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P. 1

\*\*\* COMMUNICATION RESULT REPORT (NOV. 17. 2006 11:59AM) \*\*\*

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SECRETARY OF STATE  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

SoBay Festival of the Arts, Inc.

Certificate of Status	0
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Estimated Charge	\$70.00

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CAPITAL CONNECTION 34

PAGE 001/001

NO. 3571 P. 2  
Florida Dept of State



November 29, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

YOUR CAPITAL CONNECTION

SUBJECT: SOBAY FESTIVAL OF THE ARTS, INC.  
REF: W06000051711

**RE-SUBMIT**

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers  
Document Specialist  
New Filing Section

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CAPITAL CONNECTION

NO. 3571

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
SOBAY FESTIVAL OF THE ARTS, INC.**

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a not for profit corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

Effective Date *Nov. 16, 2006*

The name of the corporation is SoBay Festival of the Arts, Inc.

**ARTICLE II  
NATURE OF BUSINESS**

This corporation is formed and organized exclusively for charitable and educational purposes, including for the purpose of making 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 III  
BEGINNING OF CORPORATE EXISTENCE**

The date when the corporate existence of this corporation commences shall be November 16, 2006, the time of subscription and acknowledgment of these Articles of Incorporation. A board of directors shall govern the policies and activities of the corporation in accordance with the laws of the United States and the State of Florida.

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**ARTICLE IV**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V**  
**ADDRESS**

The initial street address of the principal office of this corporation is

18001 Old Cutler Road  
Suite 600  
Miami, Florida 33157

**ARTICLE VI**  
**DIRECTORS**

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time. The method of election is as stated in the bylaws.

**ARTICLE VII**  
**INITIAL DIRECTORS**

The names and addresses of the initial directors of the corporation are:

Scott A. Silver  
18001 Old Cutler Road - Suite 600  
Miami, Florida 33157

Marsha Dorris  
18001 Old Cutler Road - Suite 600  
Miami, Florida 33157

Aaron Butler  
18001 Old Cutler Road - Suite 600  
Miami, Florida 33157

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**ARTICLE VIII**  
**NAME AND ADDRESS OF THE SUBSCRIBER**  
**TO THESE ARTICLES OF INCORPORATION**

Scott A. Silver  
Silver, Garvett & Henkel, P.A.  
18001 Old Cutler Road - Suite 600  
Miami, Florida 33157

**ARTICLE IX**  
**AMENDMENT**

These Articles and By-Laws of the corporation may be amended at any time by vote of no less than two-thirds of the entire Board of Directors. Any board member of the corporation may propose such amendment to the Articles of Incorporation or the By-Laws.

**ARTICLE X**

Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes or activities any activity prohibited under Chapter 617, Florida Statutes, or contrary to the provisions of Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XI**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, members, trustees, or other private individuals. The corporation shall be authorized and empowered, however, to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall participate in any type of propaganda or otherwise attempt to influence legislation, and the corporation shall not participate or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate running for public office.

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Notwithstanding any other provision contained in these Articles, the corporation shall not carry on any activities not permitted to be carried out (a) by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE XII

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose 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 such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. determine, which are organized and operated exclusively for such purposes.

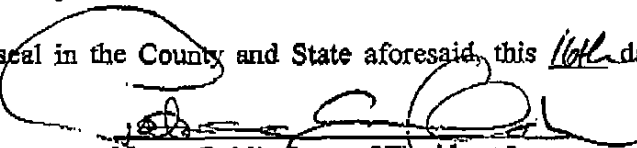


Scott A. Silver, Subscriber

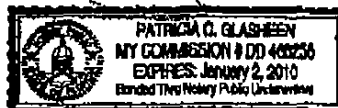
STATE OF FLORIDA           )  
COUNTY OF MIAMI-DADE   )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Scott A. Silver, to me known to be the person described herein, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State aforesaid, this 16th day of November, 2006.



Notary Public State of Florida at Large  
Seal



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**CERTIFICATE OF RESIDENT AGENT  
OF  
SOBAY FESTIVAL OF THE ARTS, INC.**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That SoBay Festival of the Arts, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Scott A. Silver, whose address is 18001 Old Cutler Road, Suite 600, Miami, Florida 33157, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Scott A. Silver, Registered Agent

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