

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 617-6381

From: Account Name : LEGALZOOM.COM INC.
 Account Number : I20010000062
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FLORIDA PROFIT/NON PROFIT CORPORATION

Miami Art and Architecture Gallery, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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TRANSMITTAL LETTER

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

SUBJECT: Miami Art and Architecture Gallery, 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: Sheila Dang, Legalzoom.com, Inc.
Name (Printed or typed)
100 W. Broadway, Suite 100
Address
Glendale, CA 91210
City, State & Zip
800-773-0888
Daytime Telephone number

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

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02/03/2012 FRI 13:45 FAX 305 476 1557

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ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE I NAME**

The name of the corporation shall be:

Miami Art and Architecture Gallery, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3101 Indian Creek Drive, Apt. 403, Miami Beach, Florida 33140

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Please see attached

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The method by which the directors of the corporation are elected or appointed will be stated in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Melissa Brillhart, President, Director 3101 Indian Creek Drive, Apt. 403, Miami Beach, Florida 33140

Jean Francois Lejeune, Secretary, Director 3101 Indian Creek Drive, Apt. 403, Miami Beach, Florida 33140

Jacob Brillhart, Treasurer, Director 3101 Indian Creek Drive, Apt. 403, Miami Beach, Florida 33140

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Jacob Brillhart, 1223 Dickinson Drive, Coral Gables, FL 33146

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Sheila Dang, Legalzoom.com, Inc., 101 N. Brand Blvd., 11th Floor, Glendale, CA 91203

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent Jacob Brillhart

Date

2/3/12

Signature/Incorporator Sheila Dang, LegalZoom.com, Inc., Assist. Secretary

Date

2/8/12

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**Attachment to
Articles of Incorporation of
Miami Art and Architecture Gallery, Inc.**

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The business activity for said organization is as follows: To be focused on the advancement of provocative and experimental ideas in architecture, art and design. As the only forum in Miami focused on current architectural and design positions, it seeks to bring continued awareness to issues surrounding the modern metropolis.

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of this organization shall be the carrying on propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, 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.

Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization 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.

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