

753293

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

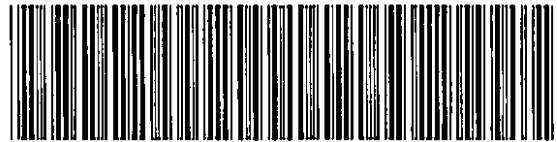
(Document Number)

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Special Instructions to Filing Officer:

SPOKE TO LIA B VAIFAR-PENA.  
Which wants to file the  
document as amended and  
restarted articles. 9/7/18

Office Use Only



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2018 SEP -7 PM 4:26

SEP 07 2018

C McNAIR



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 5, 2018

CATHY LEFF  
THE BAKEHOUSE ART COMPLEX, INC.  
561 NW 32ND STREET  
MIAMI, FL 33127

SUBJECT: THE BAKEHOUSE ART COMPLEX, INC.  
Ref. Number: 753293

We have received your document for THE BAKEHOUSE ART COMPLEX, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

Letter Number: 718A00018350

2018 SEP - 7 PM 1:26

August 24, 2018

Florida Department of State  
Division of Corporations, Amendment Section  
2661 W Executive Center Circle  
Tallahassee, FL 32301

2018 SEP - 7 PM 4:26  
RECEIVED  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

REF: THE BAKEHOUSE ART COMPLEX, INC  
Document Number: 753293

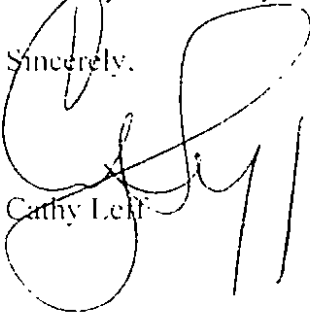
Amendment Section.

In reference to abovementioned Non-profit entity, we hereby submit amendment/re-statement of Articles and some changes to the Directors/Officers.

Should you have any additional questions, do not hesitate to contact me at 305-905-0031.

Sincerely,

Cathy Leff

A large, stylized handwritten signature in black ink, appearing to be 'Cathy Leff', written over the printed name.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE BAKEHOUSE ART COMPLEX, INC.  
(A Not For Profit Corporation)

2018 SEP - 7 PM 1:28  
FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF MIAMI  
FLORIDA

The Bakehouse Art Complex, Inc., a not for profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

FIRST: The Corporation filed its original Articles of Incorporation with the Florida Department of State on July 9, 1980 under Document 753293.

SECOND: The First Amendment to the Articles of Incorporation were filed with the Department of State on July 13, 1981.

THIRD: The Second Amendment to the Articles of Incorporation were filed with the Florida Department of State on September 24, 1985.

FOURTH: The Third Amendment to the Articles of Incorporation were filed with the Florida Department of State on January 23, 2017.

FIFTH: The Fourth Amendment to the Articles of Incorporation were filed with the Department of State on November 13, 2017.

SIXTH: The Articles of Incorporation are hereby amended and restated in their entirety to read as set forth in full:

ARTICLE I  
Name

The name of the Corporation is "The Bakehouse Art Complex, Inc."

ARTICLE II  
Corporate Nature

The Corporation is not for profit pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III  
Address

The address of the principal office and mailing address of the Corporation shall be 561 NW 32<sup>nd</sup> Street, Miami, FL 33127.

## ARTICLE IV

### Purposes

(a) The purposes of the Corporation include (i) supporting the development of artists across disciplines and throughout their careers, thereby advancing the knowledge and practice of contemporary arts and culture in South Florida; (ii) creating opportunities for experimentation and the exchange of ideas across cultures and creative disciplines through the development and or provision of low-income, affordable, workforce, and market rate housing for artists; (iii) creation and provision of artist studios and residency programs, fellowships, outreach programs, exhibitions, and educational programs/classes that foster an appreciation of creativity; (iv) use of its assets to support, redevelop, co-develop, lease or assign for purposes of creating and or increasing the supply of affordable/low income housing (as defined in Section 42 of the Internal Revenue Code of 1986); (v) acquire, manage, own, operate, improve, equip, borrow money, mortgage, lease, plot, re-plot, up-zone, re-zone, subdivide to dedicate parts, streets, alleyways thereon or for any other use consistent with its overall purpose of incorporation; (vi) use or dispose any of its real property for any other lawful useful purpose in support of its incorporation; (vii) issue bonds, promissory notes, and borrow to support any charitable or educational purpose of the foregoing; (viii) acquire, hold, own, dispose of and generally deal with grants, concessions and contracts of any kind in support of its incorporation.

(b) This corporation shall operate exclusively for the charitable and educational purposes as will qualify for it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt under that Code.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise influence legislation; nor shall it intervene or participate (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

## ARTICLE V

### Duration

The Corporation shall have perpetual existence.

## ARTICLE VI

### Registered Agent and Registered Office

The street address of the registered office of this Corporation is 561 NW 32<sup>nd</sup> Street, Miami, FL 33139 and the registered agent at that address is Cathy Leff.

## ARTICLE VII

### Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article IV, and all of the benefits, privileges, rights, powers created, given, extended, conferred now or hereafter by the provisions of all

applicable laws of the State of Florida pertaining to not for profit corporations, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) To acquire, own, maintain and use its assets;
- (ii) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements;
- (iii) To borrow money and issue evidence of indebtedness and secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) To raise funds by any legal means; and
- (v) To do and perform acts reasonably necessary to accomplish the purposes set forth in Article IV hereof.

#### ARTICLE VIII Management

All power and authority shall be vested in and exercised by the Corporation's Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the bylaws of the Corporation. The number of directors shall not be less than three (3) persons. The number and method of election of directors shall be stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, with limitation, super-voting rights for one or more designated directors.

#### ARTICLE IX Members

The Corporation shall not have members.

#### ARTICLE X Dissolution

A. Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision of payment of all debts and liabilities of the Corporation shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax laws.

ARTICLE XI  
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 distribution in furtherance of the purposes set forth in Article IV hereof.

B. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution statements) any political campaign on behalf or in opposition to any candidate for public office or engage in any political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2), 2055, 2016(a)(2), and 2522 of the Internal Revenue Tax Code of 1986, as amended, or corresponding sections of any future federal tax code.

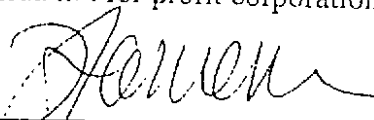
ARTICLE XII  
Amendment

These Amended and Restated Articles of Incorporation may be altered, amended or repealed by the affirmative vote of three-quarters of the members present at a meeting of the Board of Directors at which a quorum is present.

IN WITNESS WHEREOF, the undersigned officer, has signed these Articles of Incorporation on this 19 day of August 2018.

The Bakehouse Art Complex, Inc.  
a Florida not for profit corporation

By: \_\_\_\_\_



Jason Korman, President

8/19/18

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 8/19/2018

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator-- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

CATHY LEFF

(Typed or printed name of person signing)

EXECUTIVE DIRECTOR

(Title of person signing)



## BAKEHOUSE ART COMPLEX

To : Cheryl McNair  
Department of State  
Division of Corporations

From: Cathy Leff  
Director  
The Bakehouse Art Complex

Date: September 7, 2018

Subj: Statement Accepting Responsibility as  
Registered Agent

Dear Ms. McNair,

Per our conversation today, please accept this letter as a statement confirming I accept responsibility as the registered agent of The Bakehouse Art Complex, Inc.

Thank you very much.

Sincerely,

Cathy Leff

