

L05000010Z61

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

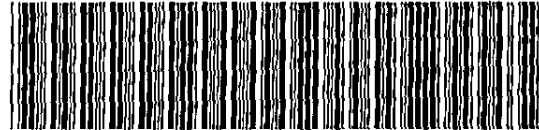
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RECEIVED
05 FEB -1 PM 2:04
DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

FILED
05 FEB -1 PM 4:04
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
05 FEB - 1 PM 4:04
STATE
TALLAHASSEE, FLORIDA

CONTACT: MEGAN HODGE
DATE: 2/1/2005
REF. #: 67952.010200
CORP. NAME: NEW CAMPUS II, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 511278 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

NEW CAMPUS II, LLC

ARTICLE I - Name

The name of the Limited Liability Company is NEW CAMPUS II, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 541 Lincoln Road, Miami Beach, FL 33139.

ARTICLE III - Purpose

This Company is a limited liability company, organized and at all times to be operated exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"). Specifically, the Company is organized and at all times shall be operated to participate in the development, on behalf of and exclusively for the benefit of the Member, of an educational and cultural facility which is intended to expand the limits of the educational and performance elements of orchestral performing arts; and, in connection with such development or any other matter, to perform such functions, and to carry out such purposes, of the Member as the Member shall direct from time to time.

ARTICLE IV - Members

Any person, corporation, partnership, association, or organization, who is interested in the purposes of the Company, who is capable of contributing to the achievement of those purposes and the effective operation of the Company, and who complies with the requirements established from time to time by the Operating Agreement, shall be eligible to become a member of the Company.

ARTICLE V - Registered Agent and Office

The street address of the Company's initial registered office is 541 Lincoln Road, Miami Beach, FL 33139, and the name of its initial registered agent at such office is David J. Phillips.

ARTICLE VI - Managers

The affairs of this Company shall be managed by a Management Committee consisting of no less than three (3) managers. The number of managers may be increased or decreased from time to time in accordance with the Operating Agreement of the Company, but shall never be less than three (3). The manner of election of managers shall be regulated by the Operating Agreement.

ARTICLE VII - Dissolution

Upon the dissolution or winding up of this Company, its assets remaining after payment or provision for payment, of all debts and liabilities of the Company, shall be distributed to the Member, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE VIII – Limitations

(a) No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Company shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(b) During the period the Company is a "private foundation" as defined in Section 509(a) of the Code, the Company may not (i) engage in any act of "self dealing," as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code; (ii) retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code; (iii) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and (iv) make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

(c) During the period the Company is a "private foundation" as defined in Section 509, the Company shall distribute, for the purposes specified herein, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.


In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. Dated this 31 day of January, 2005.



DAVID J. PHILLIPS, Authorized Signor

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608. Dated this 31 day of January, 2005.



DAVID J. PHILLIPS
Registered Agent