

03/02/2012 15:13 FAX

STEARNS WEAVER MILLER

0001/0005

Division of Corporations

https://efile.unfliz.org/scripts/efilcovr.exe

L120000030607

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000056789 3)))



H120000567893ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALMADEFF & SITTERSON
Account Number : I20060000135
Phone : (305) 789-3200
Fax Number : (305) 789-3395

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR -2 AM 8:39

FLORIDA LIMITED LIABILITY CO.
ALTON POINTE LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

RECEIVED
12 MAR -2 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

B. KOHR

MAR 5 2012

EXAMINER

**ARTICLES OF ORGANIZATION OF
ALTON POINTE LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Alton Pointe LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 500 17th Street, Miami Beach, Florida 33139.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
David J. Phillips	500 17 th Street Miami Beach, Florida 33139

ARTICLE V - PURPOSE

(a) The Company is not formed for pecuniary or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Company is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) (the "Code"). In addition, the purposes for which the Company is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Company's sole member, New World Symphony, Inc., a Florida not-for-profit corporation. The Company, in connection with furthering its stated purposes, is authorized to transact any and all lawful business for which a limited liability company may be formed, provided, however, all of the same is undertaken solely in accordance with the purposes of New World Symphony, Inc. and New World Symphony, Inc.'s tax exempt status under Section 501(c)(3) of the Code.

FILED STATE
SECRETARY OF CORPORATION
MAR -2 AM 8:39

(b) The Company shall not devote any substantial part of its time, money, effort or personnel to: (i) attempting to influence legislation by propaganda or otherwise or (ii) directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501(c)(3) of the Code. The assets of the Company may be transferred to any person that is not a member of the Company only in exchange for fair market value, except that this restriction does not apply to a transfer to one or more organizations which themselves are exempt from federal income tax under Section 501(c)(3) of the Code or to the federal, state or local government for exclusive public purpose.

ARTICLE VI – MEMBER

(a) The initial sole member of the Company is New World Symphony, Inc., 500 17th Street, Miami Beach, Florida 33139.

(b) A member of the Company shall not cease to be a member of the Company upon the occurrence of an event specified in Florida Statutes Section 608.4237.

(c) The member of the Company at all times shall be an organization exempt from federal income tax under Section 501(c)(3) of the Code. If New World Symphony, Inc. ceases to maintain its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code, it shall sell its membership interest in the Company within ninety (90) days of such cessation to one or more organizations which themselves are exempt from federal income tax under Section 501(c)(3) of the Code or to the federal, state or local government for exclusive public purpose. The member shall enforce its rights in the Company and will pursue all remedies to protect its interest in the Company.

ARTICLE VII – MANAGEMENT COMMITTEE

The Company shall be a manager-managed company. The Management Committee shall be appointed as provided in the Operating Agreement of the Company as in effect from time to time. 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 the managers shall be regulated by the Operating Agreement.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company by contribution exclusively to New World Symphony, Inc. or, if New World Symphony, Inc. ceases to maintain its status as an organization exempt from federal income tax under Section 501(c)(3), to one or more organizations which themselves are exempt from federal income tax under Section 501(c)(3) of the Code or to the federal, state or local government for exclusive public purpose.

ARTICLE IX - NO PERSONAL LIABILITY

The managers, officers and agents of the Company shall not be held personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official and authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers and agents, to the fullest extent permitted by law.

ARTICLE X - PROHIBITION AGAINST PRIVATE BENEFIT

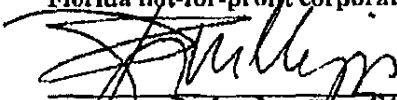
No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its Managers, other private persons or for-profit corporations, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V herein.

ARTICLE XI - AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members. Any amendment to these Articles of Organization and Operating Agreement shall be consistent with that of an organization exempt from federal income tax under Section 501(c)(3) of the Code and the Company shall not merge with, or convert into, any entity that is not an organization exempt from federal income tax under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 1 day of March, 2012.

NEW WORLD SYMPHONY, INC., a
Florida not-for-profit corporation


Name: DAVID J. PHILLIPS
Title: SVP/CEO

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Alton Pointe LLC at the place designated in this certificate, 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 his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: 3/1, 2012



David J. Phillips, Registered Agent