

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
Miami Arts Wynwood, LLC

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ARTICLES OF ORGANIZATION**OF****MIAMI ARTS WYNWOOD, LLC**

The undersigned, acting as the organizer of MIAMI ARTS WYNWOOD, LLC under the Florida Revised Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is MIAMI ARTS WYNWOOD, LLC (the "Company").

ARTICLE II - Address:

The street address of the principal office and the initial mailing address of the Company is 3900 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE III - Purpose:

A. The Company is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and in particular:

(a) To operate for the benefit of organizations that are exempt from federal income tax under Section 501(c)(3) of the Code, including Miami Arts, Inc., a Florida not-for-profit corporation;

(b) To own property, including real property, tangible and intangible property, to be operated, invested and otherwise used for the benefit of or on behalf of the Miami Arts, Inc.;

(c) To raise, hold, invest and spend cash and assets convertible into cash for the benefit of or on behalf of Miami Arts, Inc.;

(d) To make distributions on behalf of Miami Arts, Inc. for its charitable and educational purposes; and

(e) To engage in any and all lawful activities to accomplish the foregoing purposes except as otherwise restricted herein.

B. The Company is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the

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powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Company shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, the Company's members, managers, directors, officers, 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 the purposes set forth in this Article. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Company shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE V - Members:

The Company shall have a membership consisting solely of organizations exempt from taxation under Section 501(c)(3) of the Code. Initially, the sole member of the Company shall be Miami Arts, Inc. The direct or indirect transfer of any membership interest in the Company to a transferee other than an organization exempt from taxation under Section 501(c)(3) of the Code is expressly prohibited. In the event one or more Members ceases to be an organization exempt from taxation under Section 501(c)(3) of the Code, such Member's interest in the Company shall be forfeited and its rights in the Company shall be fully terminated effective immediately from the date such Member's exemption is revoked. The Members of the Company will expeditiously and vigorously enforce all of their rights in the Company and will pursue all legal and equitable remedies to protect their interests in the Company.

ARTICLE VI - Management:

The Company is to be managed by one or more managers appointed in accordance with the Operating Agreement of the Company. The Initial Manager of the Company shall be Miami Arts, Inc.

ARTICLE VII - Adoption of Operating Agreement:

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The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

ARTICLE VIII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Miami Arts, Inc., and the street address of the Company's initial registered office is 3900 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE IX - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of the Members of the Company, provided, however, that any such amendment that affects the purpose of the Company, the transfer or disposition of property, the qualification of members of the Company, the manner in which managers are appointed, manager qualifications, or the requirements for amending these Articles or the Operating Agreement of the Company shall not be effective or filed unless approved by the Board of Directors of Miami Arts, Inc. Notwithstanding the foregoing, upon the occurrence of a Triggering Event (as defined below), the Members of the Company may amend the Articles of Organization or the Operating Agreement of the Company, including amendments that identify a new tax exempt entity entities to be supported. For purposes of this Article, a Triggering Event shall mean:

- (a) the dissolution of Miami Arts, Inc. by any means, other than administrative dissolution that is corrected by reinstatement promptly after the organization becomes aware of such administrative dissolution;
- (b) the bankruptcy or insolvency of Miami Arts, Inc., other than involuntary bankruptcy that is dismissed within ninety (90) days after being filed;
- (c) Miami Arts, Inc. loses its tax exempt status;
- (d) Miami Arts, Inc. ceases to operate a charter school; or
- (e) a judgment is entered against Miami Arts, Inc. for damages of more than \$1,000,000 in excess of applicable insurance policy limits.

ARTICLE X - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable

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law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE XI - Dissolution:

A. Upon the dissolution of the Company, the Members shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all the assets of the Company in a manner not inconsistent with the purposes of the Company, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Members shall determine.

B. Any assets not disposed of by the Members as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Company is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned, as Authorized Representative, has executed these Articles of Organization as of this 20th day of May, 2014.


Ray Kimsey, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is MIAMI ARTS WYNWOOD, LLC


2. The name and address of the registered agent and office is:

Miami Arts, Inc.
3900 Biscayne Boulevard
Miami, Florida 33137

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

MIAMI ARTS, INC.

By:


Ray Kinsey, President

Dated this 30th day of May, 2014.

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