

N00000001158

SULLIVAN, ADMIRE & SULLIVAN
PROFESSIONAL ASSOCIATION
2511 PONCE DE LEON BOULEVARD, SUITE 320
CORAL GABLES, FLORIDA 33134-6082

JOHN C. SULLIVAN (1890-1957)
JACK G. ADMIRE
JOHN C. SULLIVAN JR.
JOHN G. ADMIRE
ROBERT O. ADMIRE

AREA CODE 305
TELEPHONE 444-6121
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February 11, 2000

Department of State
Division of Corporations
CL 02
The Capitol
400 South Monroe Street
Tallahassee, FL 32399-0250

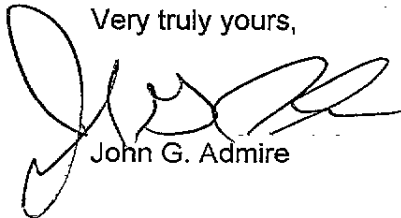
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*****78.75 *****78.75

RE: Articles of Incorporation for Vizcaya Volunteer Guides, Inc.

Dear Sir

Enclosed are two original Articles of Incorporation for the above referenced not-for-profit corporation. Please file the Articles and return a certified copy to me in the envelope provided. A check for \$78.75 payable to the Department of State is enclosed. Thank you.

Very truly yours,


John G. Admire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 AM 9:40

John Admire GAVE

AUTHORIZATION BY PHONE TO

CORRECT RA Info.

DATE 2/22/00

DOC. EXAM. BM

B. McKnight FEB 22 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 AM 9:40

ARTICLES OF INCORPORATION
OF
THE VIZCAYA VOLUNTEER GUIDES, INC.
a not for profit corporation

The undersigned incorporators hereby form the following corporation under the laws of the State of Florida:

ARTICLE I
NAME

The name of this corporation is THE VIZCAYA VOLUNTEER GUIDES, INC. a not for profit corporation.

ARTICLE II
PURPOSE

The exclusive purpose of this corporation is the provision of educational services for the benefit of the Vizcaya Museum, and any activity or business not for profit and not specifically prohibited to corporations under other laws of this state.

ARTICLE III
PRINCIPAL OFFICE, MAILING OFFICE

The principal office and mailing office of this corporation shall be located at 3251 South Miami Avenue, Miami, Florida 33129.

ARTICLE IV ELECTION OF DIRECTORS

Directors shall be elected at the annual meeting and shall hold office until the results of the election have been certified by the secretary. The bylaws shall specify the manner of nomination and election of directors.

ARTICLE V NONSTOCK

This corporation is organized upon a nonstock basis and shall not issue shares of stock; but may evidence membership in this corporation by a certificate of membership which shall contain the statement, printed prominently upon the face of the certificate, that the corporation is a nonprofit corporation. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers. Notwithstanding the above, the corporation may pay compensation in a reasonable amount to its members, directors, and or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof; and no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income.

No incorporator or member of this corporation shall have any vested right, interest or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue if his membership ceases, or while he or she is not in good standing.

ARTICLE VI CLASSES OF MEMBERS

This corporation shall have one class of members initially, but the number of classes and the qualification and rights of members of each class may be set forth in the bylaws.

ARTICLE VII TERM OF EXISTENCE

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE VIII REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial Registered Office of this corporation shall be: Mary A. Whitcomb, 3800 Riviera Drive, Coral Gables, FL 33134.

ARTICLE IX DIRECTORS AND INITIAL BUSINESS ADDRESS

This corporation shall have three (3) directors initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than three (3). The names and street address of the initial directors of the corporation are:

Mary A. Whitcomb, 3800 Riviera Drive, Coral Gables, FL 33134

Richard DeAguero, 1200 S.W. 17 Terrace, Miami, FL 33145

Charlyne Smith, 3371 Crystal Court, Miami, FL 33133

ARTICLE X INCORPORATORS

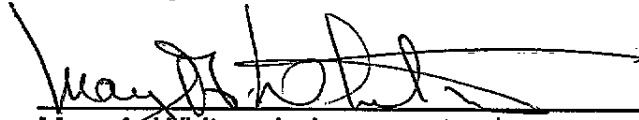
The name and address of the incorporators are: Mary A. Whitcomb, 3800 Riviera Drive, Coral Gables, Florida 33134 and Valerie Callahan, 13032 Mar Street, Coral Gables, FL 33156.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members entitled to vote and approved at a members' meeting by at least two-thirds of the members entitled to vote, unless all of the Directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 10th day of January, 2000.

February



Mary A. Whitcomb, Incorporator / REGISTERED AGENT

I hereby accept designation as registered agent.



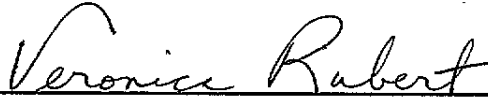
Valerie Callahan, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 AM 9:40

STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Mary A. Whitcomb and Valerie Callahan to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of January, 2000.
February



NOTARY PUBLIC; STATE OF FLORIDA

Print Name: Veronica Rubert

My Commission Expires:

OFFICIAL NOTARY SEAL VERONICA RUBERT NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC642479 MY COMMISSION EXP. MAY 15, 2001
