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**FLORIDA NON-PROFIT CORPORATION**

**MIAMI-DADE JAZZ HALL OF FAME & MUSEUM, INC.**

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STATE OF FLORIDA

## ARTICLES OF INCORPORATION

OF

### MIAMI-DADE JAZZ HALL OF FAME & MUSEUM, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

#### ARTICLE I. CORPORATE NAME.

The name of this corporation is Miami-Dade Jazz Hall of Fame & Museum, Inc.

#### ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 1060 NE 79<sup>th</sup> Street, Miami, FL 33138.

#### ARTICLE III. NOT FOR PROFIT.

The Corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, Excepts to the extent permissible under law.

#### IV. DURATION

The duration of the Corporation is Perpetual.

#### V. PURPOSES

The Corporation is organized, and shall be operated exclusively for the following charitable, cultural and educational purposes:

A. To establish and operate a charitable, cultural and educational organization for the advancement of Jazz Music.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its Anthony C. Box

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amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### VI. LIMITATION

No part of the net earning of the corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set in Article 5 hereof.

#### VII. MEMBERS

The corporation shall have Voting Members who shall be elected by the Voting Members and shall have all the rights and privileges of Members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as set forth in the Bylaws, but who shall not have the right to vote.

#### ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Anthony Box, 16 NW 42<sup>nd</sup> Terrace, Plantation, FL 333167.

#### ARTICLE IX. INCORPORATORS.

The names and street addresses of the incorporators to these articles of incorporation are: Frantz Olivier at 1286 NE 104<sup>th</sup> Street, Miami Shores, FL 33138; Eddy Lafaille at 1241 NW 184<sup>th</sup> terrace, Hollywood, FL 33029; Nirva C. Lafaille at 1241 NW 184<sup>th</sup> terrace, Hollywood, FL 33029.

#### ARTICLE X. INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is 3. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting  
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Members shall elect the Trustees annually. The bylaws may provide for ex officio and honorary Trustees, and their rights and privileges, the name and address of each initial Trustee of the Corporation is as follow:

Frantz Olivier at 1286 NE 104<sup>th</sup> Street, Miami Shores, FL 33138; Eddy Lafaille at 1241 NW 184<sup>th</sup> terrace , Hollywood, FL 33029; Nirva C. Lafaille at 1241 NW 184<sup>th</sup> terrace , Hollywood, FL 33029.

#### ARTICLE XI. OFFICERS

The Officers of the Corporation shall consist of a President, vice-president, Secretary, and a Treasurer. Each officer shall be elected by the Board of Trustee's and may be removed by the Board of Trustee at such time and in such manner as may be prescribed by the Bylaws. The names and addresses of the initial officers are as follow:

President/Secretary: Frantz Olivier at 1286 NE 104<sup>th</sup> Street, Miami Shores, FL 33138;

Vice-President: Eddy Lafaille at 1241 NW 184<sup>th</sup> terrace , Hollywood, FL 33029;

Treasurer: Nirva C. Lafaille at 1241 NW 184<sup>th</sup> terrace , Hollywood, FL 33029.

#### ARTICLE XII. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

#### ARTICLE XIII. AMENDMENT

The Corporation reserves the right to mend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, trustees and Officers are subjected to this reservation. The Articles of Incorporation may be amended in Accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Law.

#### ARTICLES. XIV

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to Anthony C. Box

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ARTICLE XV. NON-STOCK BASIS

This Corporation is organized under a non-stock basis.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation on May 17, 2000.

A handwritten signature in cursive script, appearing to read "Frantz", is written over a horizontal line.

Frantz Olivier / Incorporator

Anthony C. Box

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Miami, Florida 33131  
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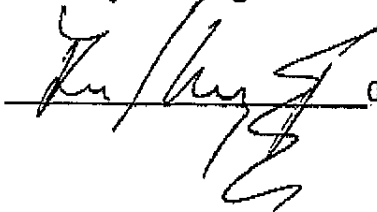
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned Corporation  
Organized under the laws of the state of Florida, submits the following statement in designating  
the registered agent, in the state of Florida.

The name of the corporation is: Miami-Dade Jazz Hall of Fame & Museum, Inc.

The Name of the Registered Agent and office is : Anthony Box , 16 NW 42<sup>nd</sup> Terrace,  
Plantation, FL 33317.

Having been named as registered agent and to accept service of process for the above stated  
corporation 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.

 On 5-17-00

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