

N00000003468

NAME MYRIAM MOLIN
ADDRESS 1800 S.W. 27th Ave. Suite #501
CITY Miami STATE Florida ZIP CODE 33145
AREA CODE & PHONE NUMBER (305) 642-4236
NAME OF CORPORATION SOUTH FLORIDA CONSERVATORY FOR MUSIC AND THE ARTS, INC.

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/>	DOMESTIC	<input type="checkbox"/>	AMENDMENT	<input type="checkbox"/>	SEARCH
<input type="checkbox"/>	FOREIGN	<input type="checkbox"/>	DISSOLUTION	<input type="checkbox"/>	MERGER
<input type="checkbox"/>	PROFIT	<input type="checkbox"/>	REINSTATEMENT	<input type="checkbox"/>	MARK
<input checked="" type="checkbox"/>	NON-PROFIT	<input type="checkbox"/>	ANNUAL REPORT	<input type="checkbox"/>	RESERVATION
<input type="checkbox"/>	LIMITED PARTNERSHIP	<input checked="" type="checkbox"/>	CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/>	CERTIFIED COPY

FILED

00 MAY 25 AM 9:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-12560

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

PICKED UP

RW
TB 5/30



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 15, 2000

MYRIAN MOLIN
1800 S.W. 27TH AVE STE #501
MIAMI, FL 33145

SUBJECT: SOUTH FLORIDA CONSERVATORY FOR MUSIC AND THE ARTS,
INC.
Ref. Number: W00000012560

We have received your document for SOUTH FLORIDA CONSERVATORY FOR MUSIC AND THE ARTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 800A00026996

ARTICLES OF INCORPORATION OF

SOUTH FLORIDA CONSERVATORY FOR MUSIC AND THE ARTS, INC.

NOTICE IS HEREBY GIVEN THAT THE UNDERSIGNED INCORPORATORS, A MAJORITY OF WHOM ARE CITIZENS OF THE UNITED STATES, ALL BEING OF LEGAL AGE HAVE ASSOCIATED THEMSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT, WITHOUT CAPITAL STOCK, IN ACCORDANCE TO THE PROVISIONS OF CHAPTERS 607 AND 617, FLORIDA STATUTES AND WE DO HEREBY ACCEPT ALL OF THE RIGHTS, PRIVILEGES, BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SUCH LAW, WE HEREBY DO MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THESE ARTICLES OF INCORPORATION..

ARTICLE I.

THE NAME OF THE CORPORATION SHALL BE;

"SOUTH FLORIDA CONSERVATORY FOR MUSIC AND THE ARTS, INC."

ARTICLE II

11705 S.W. 84th Ave. Miami, Florida 33156.

THE PLACE IN THIS STATE WHERE THE PRINCIPAL OFFICE OF THE CORPORATION IS TO BE LOCATED SHALL BE;

ARTICLE III.

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS OTHERWISE SOONER TERMINATED OR LIQUIDATED AND ALL ASSETS DISPOSED OF IN ACCORDANCE WITH ARTICLE XI, HEREINBELOW.

ARTICLE IV.

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED BESIDES ANY AND ALL THINGS ALLOWED TO BE DONE BY A NON PROFIT CORPORATION UNDER THE STATUTES OF THE STATE OF FLORIDA, ARE EXCLUSIVELY CHARITABLE AND EDUCATIONAL WITHING THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

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TALLAHASSEE, FLORIDA

ARTICLES V

THE QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION SHALL BE PRESCRIBED FROM TIME TO TIME BY THE BY-LAWS AND FURTHER APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

INITIALLY ANY PERSON OF GOOD MORAL CHARACTER AND OVER THE AGE OF EIGHTEEN (18) YEARS SHALL BE QUALIFIED TO BE A MEMBER OF THIS CORPORATION. ADMISSION OF MEMBERS WILL BE DECIDED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN THE BY-LAWS OF THE CORPORATION.

THE NAMES AND RESIDENCE OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, ARE AS FOLLOWS;

INCORPORATORS NAME AND ADDRESS;

MYRIAM M. MOLIN
11705 S.W. 84th Avenue. Miami florida 33156

APPOINTMENT OF THE BOARD OF DIRECTORS. THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS. THE MANNER AND THE METHOD IN WHICH THE DIRECTORS ARE TO BE ELECTED OR APPOINTED, SHALL BE PRESCRIBED IN THE BY-LAWS FROM TIME TO TIME. HOWEVER WE HEREBY CERTIFY THAT SUCH APPOINTMENTS SHALL FULLY COMPLY WITH SECTION 1501 (C) (3) - 1 (d) (II) OF THE INTERNAL REVENUE CODE AND/OR ANY APPLICABLE SECTIONS OR MODIFICATIONS THEREOF.

THE NAMES AND ADDRESSES OF THE BOARD OF DIRECTORS WHICH SHALL SERVE UNTIL THE FIRST ELECTION ARE;

MYRIAM M. MOLIN CHAIRMAN OF THE BOARD - DIRECTOR
11705 S.W. 84th Ave. Miami, Fl. 33156

JOSEPH ROSES EXECUTIVE DIRECTOR
1800 S.W. 27th Ave. Suite #501, Miami, Florida 33145.

MARIA E. ROSES SECRETARY DIRECTOR
1800 S.W. 27th Ave. Suite #501 Miami, Fl. 33145

VACANCIES IN THE INITIAL BOARD OF DIRECTORS OCCURING BEFORE THE FIRST ELECTION SHALL BE FILED BY THE DIRECTORS REMAINING IN OFFICE EVEN SO THEY MIGHT NOT CONSTITUTE A QUOROM OF THE BOARD OF DIRECTORS.

TERMINATION OF ANY BOARD MEMBER. ANY BOARD MEMBER MAY BE TERMINATED BY EXPULSION FOR REASONABLE CAUSE, BY THE REMAINING MAJORITY OF THE ACTING BOARD OF DIRECTORS, OR BY WRITEN

RESIGNATION SUBMITTED THIRTY DAYS PRIOR, TO THE ACTING BOARD OF DIRECTORS MEETING.

THE AFFAIRS OF THIS CORPORATION SHALL BE MANAGED BY OFFICERS ELECTED BY THE BOARD OF DIRECTORS AT ITS ANNUAL MEETING.

THE OFFICERS WHO SHALL SERVE UNTIL NEW OFFICERS ARE ELECTED IN ACCORDANCE WITH THE BY-LAWS, ARE AS FOLLOWS;

MYRIAM M. MOLIN CHAIRMAN OF THE BOARD - - DIRECTOR

JOSEPH ROSES EXECUTIVE DIRECTOR - DIRECTOR

MARIA E. ROSES SECRETARY - DIRECTOR

ARTICLE VI

THIS CORPORATION SHALL ISSUE NO STOCK, NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS MEMBERS DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS EXCEPT THAT THIS CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSE SET FORTH IN THIS ARTICLE. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION THIS CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE, INCLUDING THE PUBLISHING OR DISTRIBUTIONS OF STATEMENTS

NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THIS ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, OR BY A CORPORATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170 (b) (1) (A) (v) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW AND/OR FEDERAL TAX CODE AS AMENDED.

ARTICLE VII

THE BY-LAWS OF THE CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS.

ARTICLE VIII

AMENDMENT TO THESE ARTICLES OR TO THE BY-LAWS OF THE CORPORATION MAY BE PROPOSED BY THE BOARD OF DIRECTORS. AMENDMENTS SHALL BE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF DIRECTORS PRESENT OR VOTING BY PROXY AT ANY MEETING AT WHICH A QUORUM IS

PRESENT, PROVIDED HOWEVER, THAT EACH VOTING MEMBERS HAS BEEN GIVEN NOTICE, AT LEAST TEN DAYS PRIOR TO SAID MEETING..

ARTICLE IX.

THE INTIAL REGISTERED OFFICE OF THIS CORPORATION IS,
1800 S.W. 27th Avenue Suite #501, Miami, Florida 33145

AND THE INITIAL REGISTERED AGENT WITH THE REGISTERED OFFICE AT THE ABOVE ADDRESS IS

JOSEPH ROSES

ARTICLE X.

NO CONTRACT OR OTHER TRANSACTIONS BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OFFICERS OF THIS CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ANY FIRM OF WHICH ANY DIRECTOR IS A MEMBER, A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN. ANY CONTRACT OR TRANSACTION WITH SAID CORPORATION, SHALL BE DISCLOSED ON THE MINUTES OF THIS CORPORATION ; AND THE MEMBER OF ANY SUCH OTHER CORPORATION WHO IS SO INTERESTED MAY NOT BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION AND PROVIDED, SUCH OTHER DIRECTOR MAY NOT VOTE THERE TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, PROVIDED, HOWEVER, THAT SUCH TRANSACTION IS PERMITTED TO BE CARRIED ON WITHING THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AS AMENDED.

ARTICLE XI.

UPON THE DISSOLUTION OF THE CORPORATION, ALL ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSET NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS THE COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

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, OR TO THE FEDERAL, STATE OR LOCAL
GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSE.

IN WITNESS WHEREOF WE HAVE MADE, SUBSCRIBED AND ACKNOWLEDGED
THESE ARTICLES OF INCORPORATION THIS 29th DAY OF MARCH OF
THE YEAR 2000

ARTICLE XII - INCORPORATOR (S)

SIGNATURE *Myriam M. Molin* NAME MYRIAM M. MOLIN
ADDRESS 11705 S.W. 84th Ave. Miami, Fl. 33156

SIGNATURE _____ NAME _____
ADDRESS _____

ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
NAMED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE "IX" OF
THESE ARTICLES OF INCORPORATION. THE UNDERSIGNED HEREBY AGREES
TO ACT IN SUCH CAPACITY AND FURTHER AGREES TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE DISCHARGE OF IT'S DUTIES.

SIGNATURE: *Joseph Roses*
NAME OF THE RESIDENT AGENT; JOSEPH ROSES

ADDRESS: 1800 A.W. 27th Ave. Suite #501, Miami, Florida 33145

THIS 29th DAY OF March OF THE YEAR 2000

FILED
00 MAY 25 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA