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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA NON-PROFIT CORPORATION

ART MAGIC PARK, CORP.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ART MAGIC PARK, CORP.

1. The name of the Corporation is as follows:

ART MAGIC PARK, CORP.

2. The principal office and mailing address of the initial registered office of the Corporation in the State of Florida is as follows:

C/O RUBBY CABRERA
2380 S.W. 26 Street
Miami, FL. 33133

3. The purpose of the Corporation is as follows:

The Corporation is incorporated as a nonprofit corporation, organized for the advancement of the arts, charity, education, and any other related or corresponding charitable purposes by the distribution of funds for said purposes, pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit Corporations.

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Articles of Incorporation
ART MAGIC PARK, CORP.

5. The Corporation is to be organized on a nonstock basis.
6. The Corporation shall be a membership organization composed of those people listed as the initial Board of Directors and all other persons or organizations elected/selected for membership as provided in the by-laws.
7. The name and address of the incorporator and registered agent of the Corporation is as follows:

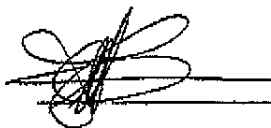
RUBBY CABRERA
2380 S.W. 26 Street
Miami, FL, 33133

8. The term of existence of the Corporation shall be perpetual.
9. The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation in its By-laws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors. The initial Directors shall be to serve until appointment of their successors. Subsequent elections of Directors shall be held at the annual meeting of the Board of Directors, with such elections held under the appropriate provisions of the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director or Directors on said Board of Directors of this Corporation, whether caused by resignation, removal or death of any such Director or Directors, or for any reason whatsoever, such vacancy shall be filled by an appointment for the remainder of such term by a majority vote carried by the Board of Directors. In the event of a stalemate, a deciding vote will be cast by the presiding president of the Corporation. Any Director or Directors on said Board of Directors of this Corporation may resign by delivering a written notice of such resignation to the Board of Directors.

Articles of Incorporation
ART MAGIC PARK, CORP.

10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended. In addition, notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry out any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170 of said Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.
11. Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in accordance with the corresponding provisions of an subsequent United States Internal Revenue law, as such court shall determine.

IN TESTIMONY WHEREOF, THE INCORPORATOR HAS SIGNED THESE
ARTICLES OF INCORPORATION OF THE CORPORATION THIS 5th DAY OF SEPTEMBER, 2002.



_____, Incorporator

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TALLAHASSEE, FLORIDA

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

REGISTERED AGENT: RUBBY CABRERA

Date: September 5, 2002