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a professional association
attorney-at-law

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September 4, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ARTSALIVE MIAMI, INC.

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing fee, registered agent fee and certified copy fee. Please return the certified copy of the Articles of Incorporation at the below address envelope. If you have any questions please call me at (786) 777-0184.

Sincerely,

DELANCYHILL, P.A.

Marlon A. Hill

Encl.

FILED
02 SEP 11 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**ArtsAlive Miami, Inc.
(a corporation not for profit)**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

1. NAME.

The name of this corporation is: **ArtsAlive Miami, Inc.**

2. PURPOSES.

(a) This corporation is organized and shall operate exclusively for charitable, religious, educational, literary, scientific, cultural and other purposes that fair exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(c) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(d) No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(e) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member,

director or officer shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. **MEMBERS.**

Members of this corporation shall be natural persons, at least One (1) of whom shall be a citizen of the United States, of Twenty-One (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the corporation. The corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

4. **TERM OF EXISTENCE.**

This corporation shall exist perpetually.

5. **ADDRESS.**

The street address of the initial principal office and mailing address of the Corporation is 1200 Brickell Avenue, Suite 950, Miami, FL 33131.

6. **MEMBERS.**

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3).

The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Michelle Masciaga
46 Star Island Drive,
Miami Beach, Florida 33139

Marlon A. Hill
1200 Brickell Avenue
Suite 950
Miami, FL 33131

Sara Munoz
1450 Lincoln Terrace Apt. #2
Miami Beach, FL 33139

Successors shall be elected pursuant to the By-laws of the corporation.

7. NAME AND ADDRESS OF INCORPORATOR.

The names and addresses of the Incorporators of this corporation are:

Michelle Masciaga
46 Star Island Drive,
Miami Beach, Florida 33139

Marlon A. Hill
1200 Brickell Avenue
Suite 950
Miami, FL 33131

Sara Munoz
1450 Lincoln Terrace Apt. #2
Miami Beach, FL 33139


8. NAME AND OFFICE OF REGISTERED AGENT.

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is Marlon A. Hill, Esq., 1200 Brickell Avenue, Suite 950, Miami, Florida.

9. BY-LAWS.

The By-laws of this corporation may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 5th day of September, 2002.

By: 
Marlon A. Hill, Esq.
Incorporator, Authorized Representative

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

ArtsAlive Miami, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 1200 Brickell Avenue, Suite 950, Miami, Florida, has named Marlon A. Hill, Esq., 1200 Brickell Avenue, Suite 950, Miami, Florida, Miami, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Marlon A. Hill, Esq. hereby states that it is familiar with, and accepts, the obligations of such appointment.

Date: September 5, 2002

By: 
Marlon A. Hill, Esq.
Registered Agent

FILED
02 SEP 11 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA