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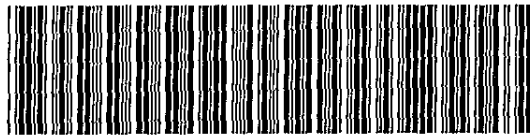
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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12/19

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Subject: **ART OF FLORIDA, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for US\$

From: **LUIS E. GAMERO**
137 NE 107 Street,
Miami Shores, FL 33161
(305) 756 5847

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation in Compliance with Chapter 617, F.S., hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of the corporation is: **ART OF FLORIDA Foundation, Inc.**

ARTICLE II – ADDRESS

The principal place of business and mailing address of this corporation shall be:

137 N.E. 107 Street
Miami Shores – FL 33161

ARTICLE III – PURPOSE

Art of Florida, Inc., is a community oriented corporation dedicated to fostering an understanding and appreciation of art, with emphasis in elders, handicapped and children. In furtherance of these purposes, the Corporation may exercise all rights, powers and legal activities conferred by the laws of the State of Florida to not-for-profit corporations.

ARTICLE IV – BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of the Founders of this Corporation and a number of directors fixed by the Board of Directors in its bylaws. The initial directors of the Board of Directors, hereinafter listed as the Founders of the Corporation, shall be Zulma Gamero, Elsa S. Otoyá, Luis E. Gamero and Eduardo Viñas.

ARTICLE V – MANNER OF ELECTION

Subsequent elections of directors shall be held at the annual meeting of the Board of Directors by a majority vote carried by the Board of Directors. The presidency of the Board of Directors shall be held by a Founder of the Corporation. In case of resignation or death of all Founders, the presidency of the Board of Directors shall be immediately filled by a majority vote carried by the Board of Directors. In the event a stalemate, the President of the Board will cast a deciding vote.

ARTICLE VI – BYLAWS

The bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested by the Board of Directors; however, any modification to the bylaws must be previously approved by the Founders of the Corporation. In case of resignation or death of all Founders, the power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested by the Board of Directors itself.

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SECRETARY OF STATE

ARTICLE VII – TERM

The term of existence of this Corporation shall be perpetual.

ARTICLE VIII – REGISTERED AGENT

The name of the Registered Agent of this Corporation is:

LUIS E. GAMERO.
137 NE 107 Street,
Miami Shores, FL 33161

ARTICLE IX – INCORPORATOR

The name and address of the Incorporator of this Articles of Incorporation is:

EDUARDO VIÑAS K.
137 N. E. 107 St.,
Miami Shores – FL 33161

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

12-12-02

Date



Signature/Incorporator

12-12-2002

Date