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TRENNEM KEMKER

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FLORIDA NON-PROFIT CORPORATION

Arts Festival of the Americas, Inc.

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**ARTICLES OF INCORPORATION
OF
ARTS FESTIVAL OF THE AMERICAS, INC.**

The undersigned incorporator hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

ARTS FESTIVAL OF THE AMERICAS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be:

101 E. Kennedy Boulevard, Suite 2700
Tampa, Florida 33602

ARTICLE III

Purposes

(a) This corporation (hereinafter referred to as the "Festival") is organized and shall be operated to foster and support the development of the exchange of cultural and artistic activities between the State of Florida and various other countries.

(b) In carrying out its purposes as set forth above, the Festival may also engage in other educational and charitable activities and may take any other action which, from time to time, shall seem expedient to the Directors of the Festival and which shall further the said purposes of the Festival. As means for the accomplishment of the foregoing, the Festival may make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code").

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(c) It shall be within the purposes of the Festival to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, and educational purposes either directly or by contributions to organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder.

(d) No part of the net earnings of the Festival shall inure to the benefit of any Director, officer, or member of the Festival, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Festival effecting one or more of its purposes, and no Director, officer, or member of the Festival, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Festival. No substantial part of the activities of the Festival shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Festival 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.

(e) Notwithstanding any other provisions of these Articles of Incorporation, the Festival shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(f) Upon the dissolution of the Festival or the winding up of its affairs, the assets of the Festival shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations that would then qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Trustee, officer or member of the Festival, or private individual, shall be entitled to share in the distribution of any of such assets.

ARTICLE IV

Powers

(a) The Festival shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which it is organized.

(b) The Festival shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V**No Members**

The Corporation shall have no members.

ARTICLE VI**Officers and Directors**

(a) The affairs of the Festival shall be governed by a Board of Directors, who shall be elected by the Board of Directors, as provided in the by-laws, and by officers who shall be appointed by the Board of Directors. The officers shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as may be provided for in the by-laws of the Festival. The duties of the respective officers and the manner of filling vacancies in the offices of the Festival shall be as provided in the by-laws.

(b) The number of Directors and the manner of filling vacancies in the Board of Directors shall be as provided in the by-laws of the Festival. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or outside the State of Florida. The initial Directors shall be:

Judith A. Lisi
David J. Scher
Ronald Jones
Margaret A. Miller
Eduardo J. Camejo
Quinton Christy Rollins, Jr.

ARTICLE VI**Term of Existence**

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII**Registered Agent and Registered Office**

The initial registered agent of this corporation shall be Scott T. Farrell, Esq., and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII**Incorporator**

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Scott T. Farrell, Esq.	101 E. Kennedy Boulevard, Suite 2700 Tampa, Florida 33761

ARTICLE X**By-Laws**

(a) Except as provided in the initial by-laws of the Festival, the by-laws of the Festival may be made, altered, or rescinded from time to time in whole or in part by a majority vote of the Directors of the Festival present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the by-laws shall have been mailed by the secretary to all of the members of the Board of Directors at least ten (10) days before the meeting.

(b) The by-laws of the Festival shall be for the government of the Festival and may contain any provisions or requirements for the management or conduct of the affairs and business of the Festival, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

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ARTICLE XI

Amendment of Articles of Incorporation

These Articles may only be amended by resolution adopted by the majority vote of the entire Board of Directors of the Festival upon at least ten (10) days advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have been waived in writing.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 26th day of July, 2003.


SCOTT T. FARRELL, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

SCOTT T. FARRELL, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 24th day of July, 2003.


SCOTT T. FARRELL

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