

**N05000000 618**

Julian Kreegel  
(Requestor's Name)

1428 Bruckell Ave  
(Address)

Miami, FL 33131  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

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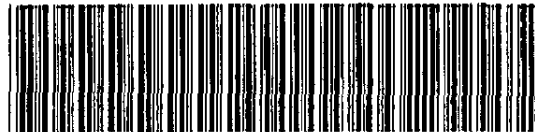
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TALLAHASSEE, FLORIDA

C.L. 1-20

**ARTICLES OF INCORPORATION  
OF  
BEETHOVEN SOCIETY OF MIAMI-DADE, INC.  
A Florida Corporation Not For Profit**

**FILED**  
**05 JAN 16 PM 1:41**  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation shall be:

**BEETHOVEN SOCIETY OF MIAMI-DADE, INC.**

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

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

609 Brickell Avenue  
Miami, Florida 33131

**ARTICLE III - PURPOSES**

The specific purposes for which this corporation is organized are:

The purposes of the Corporation are to foster and cultivate the arts in Miami-Dade County, with special emphasis on the life and works of Ludwig Van Beethoven, as well as other classical music composers; and to foster multi-cultural, national and international projects which promote the arts and create shared cultural experiences.

To generally do and perform all of the foregoing purposes in such manner as to be defined as educational and literary purposes under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE IV - MANNER OF ELECTION OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors. The number of directors may be fixed or changed from time to time by appropriate provisions of the By-Laws of this

corporation adopted by the vote of a majority of the directors then in office, but shall not be less than three directors.

The manner in which the directors are elected or appointed is as set forth in the By-Laws of the corporation. The incorporators of this corporation shall serve as the initial directors of the corporation.

#### **ARTICLE V - LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law. Said limitations include, but are not restricted to, the requirement that no part of the net earnings of this corporation shall inure to the benefit of or be distributed to any private individual, 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 its exempt purposes; that no part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

To the extent that this corporation should be at any time subject to Sections 4941 through 4945 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law, this corporation:

- A) Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law;
- B) Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law;
- C) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law;
- D) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law;
- E) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law.

## **ARTICLE VI - EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE VII - AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation may be proposed and adopted by a majority vote of all the members of the Board of Directors provided that at least ten (10) days written notice setting forth the proposed amendment is given to the members of the Board of Directors prior to any such meeting wherein said amendment is considered.

## **ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this corporation all assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

## **ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent is:

Julian H. Kreeger, Esq.	1428 Brickell Avenue, PH Miami, Florida 33131
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## **ARTICLE X - INCORPORATORS AND INITIAL BOARD OF DIRECTORS**

The names and residence addresses of the incorporators and members of the Board of Directors who shall serve until the first election are:

NAME	ADDRESS
Gus Noguera	609 Brickell Avenue Miami, Florida 33131
Julian H. Kreeger	1428 Brickell Avenue, PH Miami, Florida 33131

Dr. Sanford Ziff

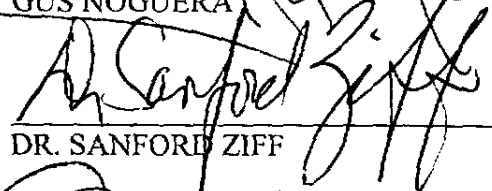
1121 Crandon Blvd., F-503  
Key Biscayne, FL 33149

Andrew Korge

Classical 1360 Radio  
3191 Coral Way, Suite 1000  
Miami, FL 33145

The undersigned incorporators has executed these Articles of Incorporation this \_\_\_\_ day of December, 2004.

  
GUS NOGUERA

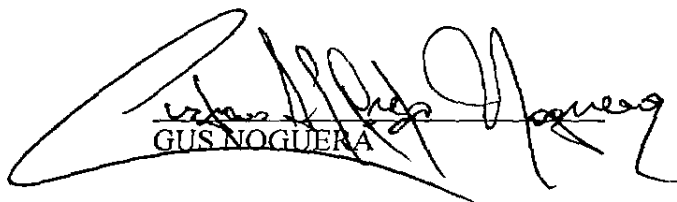
  
DR. SANFORD ZIFF

  
ANDREW KORGE

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared GUS NOGUERA, who is personally known to me/presented proper identification, and who, being duly sworn, depose and say that they executed the foregoing Articles of Incorporation this day for the purposes expressed therein.

  
GUS NOGUERA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2004 by GUS NOGUERA, who is personally known to me or who had produced Columbian Passport P004984 as identification and who did/did not take an oath.

  
Notary Public-State of Florida

RAMIRO ANGULO  
(Name of acknowledger Typed, Printed or stamped)

MY COMMISSION EXPIRES:



Ramiro Angulo  
My Commission DD359910  
Expires October 04, 2008

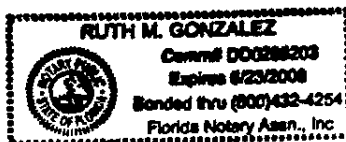
STATE OF FLORIDA )

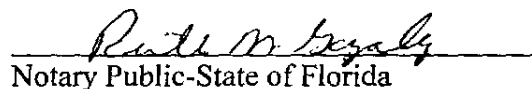
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared ANDREW KORGE, who is personally known to me/presented proper identification, and who, being duly sworn, depose and say that they executed the foregoing Articles of Incorporation this day for the purposes expressed therein.

  
ANDREW KORGE

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of <sup>January</sup> ~~December~~, 200<sup>5</sup>~~4~~  
by ANDREW KORGE, who is personally known to me or who had produced  
\_\_\_\_\_ as identification and who did/did not take an oath.



  
Notary Public-State of Florida

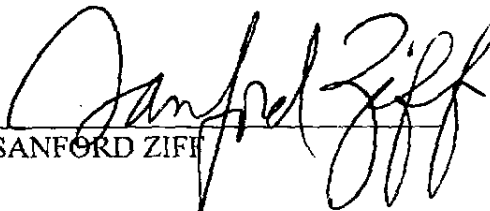
Ruth M. Gonzalez  
(Name of acknowledger Typed, Printed or stamped)

MY COMMISSION EXPIRES:

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared SANFORD ZIFF, who is personally known to me/presented proper identification, and who, being duly sworn, depose and say that they executed the foregoing Articles of Incorporation this day for the purposes expressed therein.

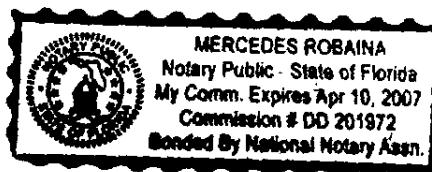
  
SANFORD ZIFF

The foregoing instrument was acknowledged before me this 31 day of December, 2004 by SANFORD ZIFF, who is personally known to me or who had produced \_\_\_\_\_ as identification and who did did not take an oath.

  
Notary Public-State of Florida

Mercedes Robaina  
(Name of acknowledger Typed, Printed or stamped)

MY COMMISSION EXPIRES:





STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared JULIAN H. KREEGER, who is personally known to me/presented proper identification, and who, being duly sworn, depose and say that they executed the foregoing Articles of Incorporation this day for the purposes expressed therein.

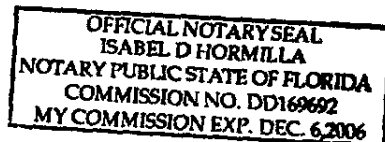
  
JULIAN H. KREEGER

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of December, 2004 by JULIAN H. KREEGER, who is personally known to me or who had produced himself as identification and who did/did not take an oath.

  
Notary Public-State of Florida

ISABEL D. HORMILLA  
(Name of acknowledger Typed, Printed or stamped)

MY COMMISSION EXPIRES:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.


1. The name of the corporation is:

**BEETHOVEN SOCIETY OF MIAMI-DADE, INC.**

2. The name and address of the registered agent and office is:

Julian H Kreeger, P.A.  
1428 Brickell Avenue, PH  
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
JULIAN H. KREEGER  
DATE: 12/7/04

FILED  
05 JAN 14 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA