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**FLORIDA NON-PROFIT CORPORATION**

**MSM ARTS, INC.**

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**MSM Arts, Inc.**

**ARTICLE ONE - NAME**

The name of the Corporation is: MSM Arts, Inc., hereinafter referred to as the  
"corporation",  
2820 NW 179<sup>th</sup> Street, Miami Gardens, Florida 33056

**ARTICLE TWO - DURATION**

The corporation shall have a perpetual existence

**ARTICLE THREE - PURPOSE**

MSM is a not-for-profit arts organization dedicated to the perpetuation and preservation of "jazz music" which is a national treasure and the first original art form to develop in America.

**Purpose:**

- To promote and produce festivals, concerts, workshops, band camps and clinics as well as act as a consultant for the same.
- To provide a recreational community service for youths as well as for the elderly.
- To enhance, cultivate, and foster high ethical standards through involvement of community service activities.
- To develop, promote, and support scholastic achievement and cultural awareness.
- To mentor career development in the music industry which includes artist performance, recording, music business and other related fields.
- To establish an endowment fund for artistically gifted students, at-risk and under-privileged youth.

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**ARTICLE FOUR - DIRECTORS****BOARD OF DIRECTORS:**

Elections of the Board of Directors shall be according to the by-laws. There shall be no more than nine (9) directors of the Board. The number of directors may be increased or decreased from time to time according to the Constitution. At any time, the number of directors will not be less than three (3).

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
MELTON S. MUSTAFA	2820 NW 179 <sup>TH</sup> STREET MIAMI GARDENS, FLORIDA 33056
MIKAL T. HAMIN	6801 NW 12 <sup>TH</sup> Street Plantation, Fl. 33313
NASHID SABIR	18350 NW 2 <sup>ND</sup> AVE, Suite #500 MIAMI, FLORIDA 33169
WENDELL A. JAMES JR.	18820 NW 29 <sup>TH</sup> Place Miami, Florida 33056

**ARTICLE FIVE - OFFICERS**

The affairs of the Corporation are to be managed by Directors. Such Officers will be elected annually on the first Monday of every December. The names of the persons who are to serve as officers until the first election of officers under these Articles of Incorporation are as follows:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>
MELTON S. MUSTAFA	CHAIRMAN
MIKAL T. HAMIN	CO-CHAIRMAN
NASHID SABIR	TREASURER
WENDELL A. JAMES JR.	SECRETARY

**ARTICLE SIX - MEMBERS**

The corporation shall have one (1) class of members who must be Board of Directors. The eligibility, rights and obligations of the members will be determined by the organization's by-laws. No director shall have any right, title, or interest in or to any property of the corporation.

**ARTICLE SEVEN - BYLAWS**

The bylaws of the corporation are to be made, altered or rescinded by directors in good standing.

**ARTICLE EIGHT - AMENDMENTS TO ARTICLES**

These articles of incorporation may be amended by the act of the Members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the bylaws of the corporation.

**ARTICLE NINE - REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation shall be located at: 18350 N.W. 2<sup>nd</sup> Ave, Suite 500, Miami, Florida 33169 and the initial registered agent of this corporation at such office shall be NASHID SABIR. Upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named initial registered Agent to accept the process on the Corporation at the initial Registered Office designated in these articles of incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



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NASHID SABIR

**ARTICLE TEN – INTEREST IN CORPORATION**

- (1) Prescribed, as to incorporator(s) or Directors that they have no vested right, interest, or privilege in or to assets, functions, affairs or franchises of Corporation:
  - a) Which may be transferred or inherited; and
  - b) Which will continue if member ceases or while member is not in good standing.
- (2) Said organization is organized exclusively for charitable, religion, educational, and scientific purposes, including for such purposes, the making and distribution to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code.
- (3) No part of the net earnings of the organization shall inure to the benefit of or be distributable to its directors, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set fourth in the purpose clause hereof.
- (4) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in or intervene in (including by publication or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office.
- (5) Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future tax code.

#### **ARTICLE ELEVEN – PERSONAL LIABILITY**

No member, officer, or director of this corporation shall be liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE TWELVE – DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the government, or to a state or local government, for a public purpose. Any such 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, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE THIRTEEN - INCORPORATORS**

The names and resident addresses of the subscribers of these Articles of incorporation are:

MELTON S. MUSTAFA 2820 NW 179<sup>th</sup> street Miami, Florida 33056

MIKAL T. HAMIN 6801 NW 12<sup>th</sup> Street Plantation, Florida 33313

NASHID SABIR 18350 NW 2<sup>nd</sup> Ave, Suite # 500 Miami, Florida 33169

WENDELL A. JAMES JR. 18820 NW 29<sup>th</sup> Place Miami, Florida 33056

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IN WITNESS WHEREOF, WE HAVE SUBSCRIBED OUR NAMES  
THIS 16th DAY OF JUNE 2005

Mikal T. Hamin  
MIKAL T. HAMIN

Melton S. Mustafa  
MELTON S. MUSTAFA

Nashid Sabir  
NASHID SABIR

Wendell A. James Jr.  
WENDELL A. JAMES JR.

STATE OF FLORIDA)  
COUNTY OF DABE)

On this 16th day of JUNE 2005. Before me the above officers,  
personally appeared the above individuals, known to me to be the persons whose  
names are subscribed to the within instrument and acknowledged, that they  
executed the same for purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal

[Signature]  
NOTARY PUBLIC  
STATE OF FLORIDA, AT LARGE

MY COMMISSION EXPIRES:



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