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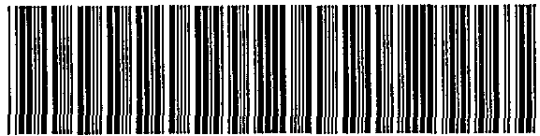
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JUN 24 AM 8:01

no5-21634

D. Brown JUN 28 2005



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 28, 2005

MONICA E. SODERMAN  
10 NE 3RD ST  
MIAMI, FL 33132

SUBJECT: ARTISTS FOR COMMUNITY EVOLUTION, INC. (ACE, INC.)  
Ref. Number: W05000021634

We have received your document for ARTISTS FOR COMMUNITY EVOLUTION, INC. (ACE, INC.) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You may file using only the Corporation name. You need to delete the acronym (ACE, INC.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 805A00029740

RECEIVED  
05 JUN 24 PM 4:32  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04/22/05

To: Division of Corporation

From: Monica E. Soderman

10 NE 3rd St

Miami, FL 33132

Please forward papers to

A CE, Inc

Ms. Monica E. Soderman

10 NE 3rd St

Miami, FL 33132

Enclosed is a check for

\$ 87.50

ck  
4/20

Thanks

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SECRETARY OF STATE  
DIVISION OF CORPORATION  
05 JUL 24 AM 8:01

**Articles of Incorporation  
of  
*Artists for Community Evolution, Inc.*  
A Not-for-Profit Florida Corporation**

The undersigned, acting as Incorporators of a Not-For-Profit corporation under the Florida Statutes, Title XXXVI, Chapter 617, adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is **Artists for Community Evolution, Inc.**

**ARTICLE II - PLACE OF BUSINESS**

The principal office of the corporation is located at 10 NE 3 Street Miami, FL 33132.

**ARTICLE III - REGISTERED AGENT**

The name of the registered agent of the corporation is Marcus Braswell. The address of this registered agent is Marcus Braswell 2801 Ponce de Leon Blvd., Suite 750, Coral Gables, FL 33134.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V - BOARD OF DIRECTORS**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws, but shall not be less than (3) three persons.

**ARTICLE VI - CORPORATE PURPOSES**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To develop the arts, artistic productions and educational workshops.
2. To promote appreciation for the arts on the part of individuals, families, communities, organizations, businesses and other entities. Additionally raising social awareness through artistic interaction with emerging and established artists.
3. To promote wide interest and concern about the future of the arts.

4. To aid, support and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations or governmental bureaus, departments or agencies.

6. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

7. To promote all other non-profit purposes that are consistent with Chapter 617, Florida Statutes.

#### **ARTICLE VII - 501(c)(3) LIMITATIONS**

1. CORPORATE PURPOSES: Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes and no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an

organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VIII - INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### **ARTICLE IX - DATE OF COMMENCEMENT**

The date and time of the commencement of the corporation existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

#### **ARTICLE X - BYLAWS**

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time by the member/shareholders of the corporation.

#### ARTICLE XI

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI.

#### INITIAL BOARD OF DIRECTORS / INCORPORATORS

Executive Director	Carlos Rodriguez 1350 SE 3 <sup>rd</sup> Avenue #206 Dania, Florida 33004
President	Beth Schwartz 6430 SW 62 <sup>nd</sup> Court Miami, Florida 33143
Vice-President	Ken Boos 15850 SW 103 <sup>rd</sup> Court Miami, FL 33157
Treasurer	Jonathan D. Nichols 1724 NE 7 <sup>th</sup> Avenue Ft. Lauderdale, FL 33305
Secretary	Monica E. Soderman 17880 NE 31 <sup>st</sup> Court #2203 Aventura, FL 33160

#### **CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE:**

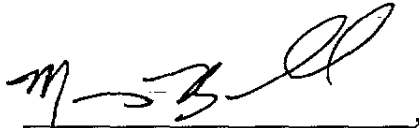
In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

***ARTISTS FOR COMMUNITY EVOLUTION, Inc.***, desiring to organize under the Laws of the State of Florida, hereby designates

Marcus Braswell as its registered agent and 10 NE 3 Street Miami, FL 33132, as its registered office.

ACCEPTANCE

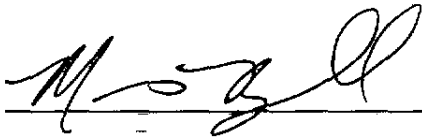
Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
\_\_\_\_\_  
MARCUS BRASWELL

June 20, 2005  
Date

The undersigned incorporators for the purpose of forming a corporation pursuant to Florida Statutes Chapter 617 do make and file these Articles of Incorporation hereby declaring and acknowledging that the facts herein stated are true.

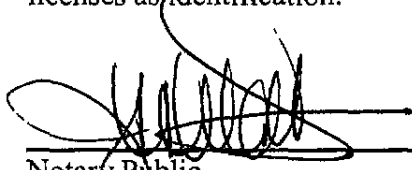
MARCUS BRASWELL, as Registered Agent for *Artists for Community Evolution, Inc.*

  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JUN 24 AM 8:01

**STATE OF FLORIDA COUNTY OF MIAMI-DADE:**

This foregoing instrument was acknowledged and sworn to before me this 20<sup>th</sup> day of June 2005 by MARCUS BRASWELL, incorporator, all of whom produced Florida Driver's licenses as identification.

  
\_\_\_\_\_  
Notary Public

6.20.05  
Date



Jessica A De la Torre  
My Commission DD181912  
Expires March 20, 2007

Expires \_\_\_\_\_