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**FLORIDA NON-PROFIT CORPORATION**

**Mambo Power, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MAMBO POWER, INC.  
(A Florida Corporation Not For Profit)**

**ARTICLE I  
NAME OF THE CORPORATION**

The name of this Corporation is **MAMBO POWER, INC.**, (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be:

**1925 South Oak Haven Circle  
North Miami Beach, Florida 33179**

**ARTICLE III  
DURATION**

The Corporation's existence shall be perpetual unless dissolved according to law.

**ARTICLE IV  
PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

The primary focus of the Corporation is to support, develop, preserve, perform and teach various forms of music and dance that have developed primarily in the Caribbean and South America and whose roots extend to Europe and Africa.

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**ARTICLE V**  
**MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election of the directors of the Corporation shall be as stated in the bylaws. The number constituting the initial Board of Directors is Three (3).

**ARTICLE VI**  
**MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE VII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII**  
**PROHIBITED ACTS**

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 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to

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which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the 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, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

#### **ARTICLE IX** **BYLAWS**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

#### **ARTICLE X** **ARTICLES OF INCORPORATION**

The Articles of Incorporation shall be amended only by the affirmative vote of a majority of the entire Board of Directors.

#### **ARTICLE XI** **REGISTERED AGENT/INCORPORATOR**

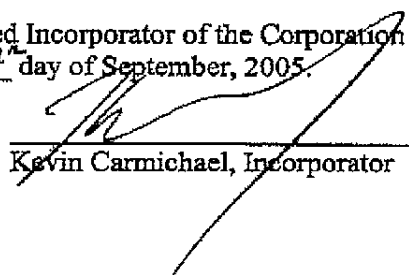
The street address of the Corporation's registered office in the State of Florida is 1395 Panther Lane, Suite 300, Naples, Florida 34109, and the name of its registered agent at such office is NAPLES-LAWDOCK, INC.

Kevin Carmichael, whose address is 1395 Panther Lane, Suite 300, Naples, Florida 34109 is the Incorporator of the Corporation.

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**IN WITNESS WHEREOF**, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation on the 17<sup>th</sup> day of September, 2005.

  
\_\_\_\_\_  
Kevin Carmichael, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**


PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is MAMBO POWER, INC.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK, INC., 1395 Panther Lane, Suite 300, Naples, FL 34109.

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

  
\_\_\_\_\_  
KEVIN CARMICHAEL,  
VICE-PRESIDENT  
NAPLES-LAWDOCK, INC.  
Registered Agent

DATE: September 16, 2005

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