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FLORIDA NON-PROFIT CORPORATION

bienal america, inc.

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November 22, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT

SUBJECT: BIENAL AMERICA, INC.
REF: W05000052002

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
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(10)

ARTICLES OF INCORPORATION
OF
BIENAL AMERICA, INC.

The undersigned incorporator(s) for the purpose of forming a corporation Not-for-Profit pursuant to the laws of the State of Florida, Chapter 617, (the "Act") hereby adopts these Articles of Incorporation.

ARTICLE I
NAME OF THE CORPORATION

The name of this corporation shall be: **BIENAL AMERICA, INC.**

The Corporation shall be referred to in this instrument as the "Organization", and these Articles of Incorporation shall be referred to as the "Articles", and the By-Laws of the Corporation shall be referred to as the "By-Laws".

ARTICLE II
PURPOSE OF THE ORGANIZATION

The purpose for which the Organization is organized is to provide the following: (1) To provide financial support to needy students and other worthwhile causes through the arts by establishing exhibitions, festivals, concerts, recitals, lectures and other related activities; (2) To foster and enhance interest and appreciation of architecture and design in the community; (3) To promote accessibility to the public in the world and encourage the development of architecture and design; (4) To promote and carry on educational, civic and charitable work of any nature deemed beneficial to the members of the community of Dade County, Florida, and others; (5) To request, accept and make use of gifts and grants awarded by any Federal, State, County or Municipal Governmental authority, department or agency, or any official, semi-official or private enterprise, organization or foundation, for any purpose related to the objects and purposes of this organization, and to administer the same and to do with said gifts and grants anything necessary or proper for the accomplishment of the purpose of this organization; and (6) To carry on and operate, in a lawful manner, all and every type of business which a Corporation of this type, organized under the laws of the State of Florida may do, or may thereafter be authorized to do by the laws of the State of Florida.

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ARTICLE III
TERM OF EXISTENCE

The Organization shall have perpetual existence.

ARTICLE IV
ADDRESS OF ORGANIZATION

The initial address of the principal place of business of this Organization in the State of Florida is: School of Architecture, Florida International University, Miami, FLORIDA 33199. The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

ARTICLE V
POWERS OF THE ORGANIZATION

The powers of the Organization shall include and be governed by the following:

5.1 GENERAL. The Organization shall have all of the common-law and statutory powers of a corporation Not-for-Profit and under the laws of the State of Florida which are not in conflict with the provisions of these Articles, the By-Laws and/or the Act.

5.2 ENUMERATION. The Organization shall have the powers and duties set forth in the Act, except as limited by the Act, those powers and duties in these Articles, the By-Laws, and all of the powers and duties reasonably necessary to operate the Organization, and as described in the By-Laws, as they may be amended from time to time, including but not limited to, the following:

(a) To apply for, solicit, obtain and/or contract with any governmental agency (federal, state and/or local) for mortgage loans or other financial assistance in the form of grants (or otherwise) in furtherance of any and all of the purpose(s) of the Organization;

(b) To solicit and/or accept funds, donations, devise, bequest, contributions, aid, endowments and/or gifts in furtherance of any and all of the purpose(s) of the Organization;

(c) To purchase, invest, buy, acquire, own, mortgage, operate, lease, sell, trade, receive by purchase, donation or otherwise, any property (real, personal and/or mixed) and to hold, use and dispose of said property (real personal and/or mixed) in furtherance of any and all of the purpose(s) of the Organization;

(d) To borrow money(ies), apply for loans, to sign, execute and/or issue evidences of indebtedness in furtherance of any and all of the purpose(s) of the Organization;

(e) To secure loans and/or other indebtedness in furtherance of any and all of the purpose(s) of the Organization by pledge, deed of trust and/or other lien;

(f) To erect and maintain property (real, personal and/or mixed) for the above-mentioned purpose(s) and to engage in any operation incidental, essential and in furtherance of any and all of the purpose(s) of the Organization;

(g) To maintain, repair, replace, reconstruct, add to and operate any property (real, personal and/or mixed) and/or other property acquired or leased by the Organization in furtherance of any and all of the purpose(s) of the Organization;

(h) To purchase insurance for any property (real, personal and/or mixed) and for the protection it's officers, directors, employees, and/or agents of the Organization;

(i) To employ personnel, faculty, staff and/or workers to perform the services required for the proper operation of the Organization in furtherance of any and all of the purpose(s) of the Organization; and

(j) To engage in any activity (of any nature whatsoever), and to enter into, perform and execute contracts, agreements and/or pledges in furtherance of any and all of the purpose(s) of the Organization.

5.3 ASSETS OF THE ORGANIZATION. All funds and the title to all properties acquired by the Organization and their proceeds shall be held for the benefit and use of the Organization in accordance with the provisions these Articles and the By-Laws.

5.4 DISTRIBUTION OF INCOME. The Organization shall make no distribution of income to it's Director(s), Officer(s) and/or Members. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to any Director(s) Officer(s) and/or any Member(s) of the Organization, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Organization affecting one or more of it's purposes) and no Director(s), Officer(s) and/or Member(s) of the Organization, or any other private individual shall be entitled to share in the distribution of any of the

corporate assets upon dissolution of the Organization.

No substantial part of the activities of the Organization shall be for the purpose of carrying on of propaganda, or otherwise attempting to influence legislation. The Organization shall not participate in, or intervene in (including but not limited to, the publication or the distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles and/or the By-Laws, the Organization shall not carry out any activity(ies) not permitted to be conducted or carried out by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

5.5 DISSOLUTION OF THE ORGANIZATION. Upon dissolution of the Organization, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization and in such manner, or to such corporations Not-for-Profit which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the assets not so disposed of as stated herein shall be disposed of by the Circuit Court of the Eleventh Judicial Circuit, in and for Dade County, State of Florida, exclusively for such purpose(s) or to such corporations Not-for-Profit, or a public agency(ies), or as otherwise authorized by the statutes of the State of Florida pertaining to a corporation Not-for-Profit.

5.6 LIMITATION. The powers of the Organization shall be subject to, and shall be exercised in accordance with the provisions hereof, the By-Laws and the Act, provided however, that in the event of conflict, the provisions of the Act shall control over those of these Articles and/or the By-Laws.

ARTICLE VI **MEMBERS OF THE ORGANIZATION**

6.1 MEMBERSHIP. The members of the Organization shall

consist of the Board of Directors ("Members"), and may include, such other individual(s) and/or entity(ies) approved from time to time.

6.2 VOTING. There shall be one (1) vote for each member on all matters upon which the Members shall be entitled to vote, which vote shall be exercised or casted in the manner provided by the By-Laws and these Articles. In the event that the Members cannot reach a resolution or decision because of a deadlock and/or split decision in the voting, the President shall have the final decision and judgment on said matter, and said decision and resolution by the President shall be binding and effective with regards to said matter.

6.3 MEETINGS. The By-Laws shall make provisions for regular, special and annual meetings of Members, and such other meetings as designated by the Board of Directors.

ARTICLE VII
INCORPORATOR(S) OF THE ORGANIZATION

The name and street address of the Incorporator(s) of these Articles of Incorporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
JAIME CANAVES	School of Architecture Florida International University Miami, FL 33199

ARTICLE VIII
OFFICER(S) OF THE ORGANIZATION

The affairs of the Organization shall be administered by the officer(s) holding the offices designated in the By-Laws. The officer(s) shall be elected by the Board of Directors of the Organization at it's first meeting following the annual meeting of the members of the Organization and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officer(s), for filling vacancies and for the duties and qualifications of the officer(s). The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors is/are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT	JAIME CANAVES	School of Architecture Florida International University Miami, FL 33199

ARTICLE IX
DIRECTOR(S) OF THE ORGANIZATION

9.1 NUMBER AND QUALIFICATION. The property, business and affairs of the Organization shall be managed by the Board of Directors consisting of the number of Directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) Directors.

9.2 DUTIES AND POWERS. All of the duties and powers of the Organization existing under the Act, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors and/or employees.

9.3 ELECTION AND REMOVAL. The Directors of the Organization shall be elected at the annual meeting of the Members in the manner determined by, and subject to the qualifications set forth in the By-Laws. The Director(s) of the Organization may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE X
INDEMNIFICATION

10.1 INDEMNITY. The Organization shall indemnify the person who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Organization, against expenses (including but not limited to, attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings unless: (a) A court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Organization, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful; and (b) Such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by

judgment, order, settlement, conviction or upon plea of nolo contendere or it's equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he/she reasonably believed to be not in, or opposed to, the interest of the Organization, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

10.2 EXPENSES. To the extent that a Director, Officer, employee and/or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to these Articles heretof, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including but not limited to, attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

10.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Organization in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the affected Director, Officer, employee or agent to re-pay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Organization as authorized in these Articles.

10.4 MISCELLANEOUS. The indemnification provided by this Article hereof shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 INSURANCE. The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Organization, or is or was serving, at the request of the Organization, as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Organization would have the power to indemnify him/her against such liability under the provisions of these Articles.

10.6 AMENDMENT. Anything to the contrary herein notwithstanding, the provisions of these Articles may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XI
BY-LAWS OF THE ORGANIZATION

The first By-Laws of the Organization shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and these Articles.

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the said is corporation shall be the following and the registered office shall be located at:

MARCELO M. AGUDO, P.A.,
Attorney At Law
2333 Ponce de Leon Blvd, PH Suite 1120
Coral Gables, FL 33134
Attention: MARCELO M. AGUDO, ESQUIRE

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

ACKNOWLEDGMENT OF
ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of it's duties.

(Sign) _____

Title: Registered Agent
Print Name: MARCELO M. AGUDO

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared MARCELO M. AGUDO, who acknowledges to having executed the foregoing instrument, who is personally known to me and who did take an oath.

19th day of September, 2002. Witness my hand and seal in the County and State last aforesaid this _____



Rita V. Gaudry R.
Commission # DM20376
Expires May 22, 2006
Bonded Firm
Atlantic Bonding Co., Inc.

Rita V. Gaudry R.
Notary Public-State of Florida

TOTAL P.11

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ACKNOWLEDGEMENT OF INCORPORATORS

IN WITNESS WHEREOF, I have set our hands/seals at Miami, Dade County, Florida this 19th day of September, 2002

Jaime CANAVES, Incorporator

STATE OF FLORIDA)
: ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared JAIME CANAVES, who acknowledges to having executed the foregoing instrument(who is/are personally known to me and/or () who has/have produced as identification, and who did take an oath.

Witness my hand and seal in the County and State last aforesaid this 19th day of September, 2002.



Rita V. Gaudry R.
Commission # DM126376
Expires May 22, 2005
Bonded thru
Atlantic Bonding Co., Inc.

Rita V. Gaudry R.
Notary Public-State of Florida

This Instrument Was Prepared By:
Marcelo M. Agudo, Esquire
Florida Bar No. 178436

MARCELO M. AGUDO, P.A.

Attorney At Law
2333 Ponce de Leon Blvd., PH Suite 1120
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