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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

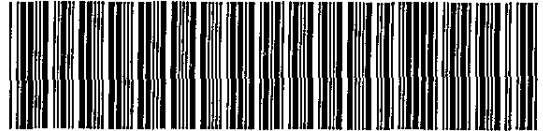
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ESearch MAR 31 2006

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** McCall's Conservatory of Fine Arts

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** A. Leurae McCall

Name (Printed or typed)

13451 Alexandria Drive

Address

Opa Locka, FL 33054

City, State & Zip

305-785-9660

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 9, 2006

A. LEURAE MCCALL  
13451 ALEXANDRIA DRIVE  
OPA LOCKA, FL 33054

SUBJECT: MCCALL'S CONSERVATORY OF FINE ARTS  
Ref. Number: W06000011374

We have received your document for MCCALL'S CONSERVATORY OF FINE ARTS and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 806A00016330

**ARTICLES OF INCORPORATION  
OF  
MCCALL'S CONSERVATORY OF FINE ARTS, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 Florida Statutes, adopt the following Articles of Incorporation for such corporation. The Corporation shall be organized pursuant to provisions of the General Nonprofit Corporations Laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation shall be:

**MCCALL'S CONSERVATORY OF FINE ARTS, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

The address of the initial principal office for the transaction of business of this corporation shall be: 13451 Alexandria Drive, Opa Locka, FL 33054. The principle office shall also be located at such place or places, within or without the State of Florida as the Board shall from time to time determine, as the business of the Corporation may require.

**ARTICLE III. PURPOSE**

The specific and primary purpose for which this corporation is formed is:

- A. For the advancement of charity, education, scientific, literary, and any other related or corresponding charitable purpose by the distribution of its funds for such purposes.
- B. To operate exclusively in any other manner for such scientific, charitable, and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organization under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- C. The MCCALL'S CONSERVATORY OF FINE ARTS, Inc. admits and serves individuals of any race, color, national or ethnic origin to all rights, privileges, programs, and activities, generally accorded or made available to the community. The MCCALL'S CONSERVATORY OF FINE ARTS, Inc does not discriminate on the basis of race, creed, color, national origin, ethnic background, disability,

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

sexual orientation, gender, religion, age, marital status, handicap, political beliefs, social and family background or linguistic preference in administration of any of its administered programs and/or policies.

#### **ARTICLE IV. MANNER OF ELECTION**

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs by the three (3) members of the Board of Directors. The number of Directors of the corporation shall be five; however that number may be changed by the By-Law duly adopted by the members.
- B. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.
- C. Directors elected at the first annual meeting, and at all times thereafter, shall sever for a term of one (1) year until the annual meeting of members following the election of Directors. Annual meetings shall be held at 13451 Alexandria Drive, Opa Locka, FL 33054, or at such other place or places as the Board of Directors may designate from time to time by resolution.
- D. Any action required or permitted to be taken by one (1) Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, along with any such action by written consent of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken, shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of incorporation and the By-Laws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.
- E. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Law of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers.

## **ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS**

	<b>Names</b>
President	A. Leurae McCall 13451 Alexandria Drive Opa Locka, FL 33054
Vice President	Elease Patterson 13307 Alexandria Drive Opa Locka, FL 33054
Secretary	Elvira Smith 13331 Alexandria Drive Opa Locka, FL 33054
Treasurer	Dr. Lila Silas 2398 NW 119 <sup>th</sup> Street Miami, FL 33168
Member	Miriam T. Smith 2195 NW 173 Terrace Miami Gardens, FL 33056

## **EARNINGS AND ACTIVITIES OF CORPORATION**

- A. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distributions in furtherance of the purposes set forth in Article V hereof.
- B. 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 any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not 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 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, and shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

### **MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the by-law for this corporation.

### **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth therefore in the By-Laws.

### **DEDICATION OF ASSETS**

The name and address of the corporation is irrevocably dedicated to scientific, educational, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private individual.

**ARTICLE VI. REGISTERED AGENT AND OFFICE**

The name and address of the corporation's registered agent shall be

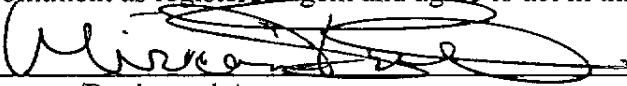
*Miriam T. Smith*  
2195 NW 173<sup>RD</sup> TERRACE  
MIAMI GARDENS, FL 33168

**ARTICLE VII. INCORPORATOR**

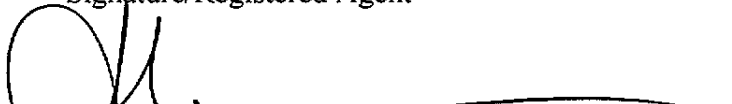
A. Leurae McCall  
13451 Alexandria Drive  
Opa Locka, FL 33054

.....

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent

3/28/06  
Date

  
Signature/Incorporator

3/28/06  
Date