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FLORIDA PROFIT/NON PROFIT CORPORATION

The Musical Arts Association of Miami, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
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J. Shivers JUL 10 2006

ARTICLES OF INCORPORATION
OF
THE MUSICAL ARTS ASSOCIATION OF MIAMI, INC.
(A Florida Not-For-Profit Corporation)

ARTICLE 1
NAME

The name of this corporation shall be The Musical Arts Association of Miami, Inc. (the "Corporation").

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 200 S. Biscayne Blvd., Suite 3300, Miami, Florida 33131.

ARTICLE 3
PURPOSES

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code").

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 4
POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5 **MEMBERSHIP**

The Corporation shall not have members.

ARTICLE 6 **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Corporation's initial registered agent at that address is CT Corporation System.

ARTICLE 7 **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be six. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Daniel R. Lewis
200 S. Biscayne Blvd.
Suite 3300
Miami, Florida 33131

Norman Braman
200 S. Biscayne Blvd.
Suite 3300
Miami, Florida 33131

Hector Fortun
200 S. Biscayne Blvd.
Suite 3300
Miami, Florida 33131

Gary Hanson
200 S. Biscayne Blvd.
Suite 3300
Miami, Florida 33131

Christina Littlejohn
200 S. Biscayne Blvd.
Suite 3300
Miami, Florida 33131

James E. Menger
200 S. Biscayne Blvd.
Suite 3300
Miami, Florida 33131

ARTICLE 8 **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Samuel C. Ullman
c/o Bilzin Sumberg Baena Price Axelrod LLP
200 S. Biscayne Blvd.
Suite 2500
Miami, Florida 33131

ARTICLE 9 **DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on this 7th day of July, 2006.



Samuel C. Ullman
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That, The Musical Arts Association of Miami, desiring to organize under the laws of the State of Florida, has named CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 7 day of July, 2006.

CT Corporation System

Carmel Boyer