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## FLORIDA PROFIT/NON PROFIT CORPORATION

### "AZUCAR" ARTS & CULTURE, CORPORATION

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## Articles of Incorporation

Of The

**"Azucar" Arts & Culture, Corporation**  
(A not for Profit Corporation)

## Articles I- Name and Address of Principal Office

The name of this corporation shall be: "AZUCAR" Arts & Culture, Corporation  
Its principal office and mailing address is 8611 SW 21 St. Miami, FL 33155

## Article II Enabling Law

This corporation is organized pursuant to Chapter 617 of the Florida Statutes, as a corporation not-for-profit.

## Articles III Purpose and Power

The purpose for which this Corporation is organized are:

- A. Exclusively charitable, scientific, literary and education within the meaning of S 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 "Code") and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under code S 501 ( c ) ( 3 ) , contribution to which are deductible for federal and state income , gift and estate tax purposes.
- B. The Corporation's purposes shall include, but are not limited to:
  - i) Cultural activities
  - ii) Temporary and permanent art exhibits
  - iii) Cultural, educational and historic, meetings and conferences
  - iv) Any and all activities that promote the educational, cultural and historic legacy of Cuban Hispanic America.
  - v) Raise funds to support the aforementioned
  - vi) Obtain government funds for the aforementioned activities by grants, donations, private individuals, donations of money, property and in kind services from local businesses, and membership dues; and
  - vii) To do all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the

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- code or corresponding treasury regulation for an entity which qualifies under 501 © (3).
- viii) This corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no member, director or officer of the Corporation. Or any other private individual, shall be entitled to share the distribution of any not for profit corporation described in code 501 © (3) and as specified below.
- ix) No Substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or otherwise influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office including without limitation the publication or distribution of statements for or against any candidate.
- x) All the property of this corporation is and shall be irrevocably dedicated to charitable scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all the liabilities of the Corporation, be distributed to one or more organization which are organized and exist exclusively for educational, scientific, charitable or literary purposes which are the time of such dissolution, qualify as an exempt organization under code 501 © (3) or future Internal Revenue Code, of the United States of America, State of Florida, The County of Miami Dade or other local government for exclusive public purpose. All assets not or other local government for exclusive public purpose disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purpose as said court shall determined. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution go or be distributed to the members of the Corporation either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

#### Article IV Term

The Period of duration of this Corporation is perpetual unless dissolved according to law.

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**Article V Incorporator and Directors**

The name and address of the incorporators of this corporation are:

Officers:

Betty Rodriguez, President  
8611 SW 21 ST  
Miami, FL 33155

Samuel A. Inclan  
8611 SW 21 ST  
Miami, FL 33155

Ivette Scull  
19811 South Dixie Hwy  
Miami, FL 33174

**Article VI- Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 8611 sw 21 St Miami FL 33155, and the name of the initial registered agent of the Corporation at the office is Betty Rodriguez.

**Article VII- By Laws**

**Manner in Which the Board of Directors is Appointed**

The manner in which the Board of Directors will be appointed and elected to hold office shall be as set forth in the By-Laws of this Corporation.

**Article VIII- By Laws**

The power to adopt, alter, amend or repeal the By Laws shall be vested in the Board of Directors and the By Laws shall be hereby adopted at the first meeting of the Board of Directors. Such By Laws may amend or repealed in whole or in part in the manner provided therein. Any amendment to the By Laws shall be binding on all members of this Corporation.

**Article IX- Indemnification**

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

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**Article X**

This Corporation reserves the right to amend or repeal any provisions in these Amended and Restated Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Amended and Restated Articles of Incorporation may be proposed by a director and presented as provided in the By-Laws to a quorum (as defined therein) of the Board of Directors for their vote; amendment may be adopted by a majority of the members of the Board of Directors of the Corporation at a meeting in which a quorum exists.

**Article XI- Board**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By laws of the Corporation. This Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By-laws of the Corporation. This Corporation shall have 3 directors/officers initially. The number of the directors may either be increased or decreased from time to time as provided in the By-laws, but shall never be less than one (1). The Corporation will also have an advisory board that will be governed by the By-laws of said corporation.

**Article XII-Members**

This Corporation shall have no capital stock. This Corporation shall have members with such rights as provided in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned President have executed these Articles of Incorporation, this 1st of August of 2006.

Betty Rodriguez, President

**Acceptance of Appointment of Registered Agent**

Having been named a registered agent for the "Azucar" Arts & Culture, Corporation a not for profit Florida corporation the Corporation) in the foregoing Articles of Incorporation, I on behalf of the Corporation, hereby am familiar with the and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply

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with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

**REGISTERED AGENT: Betty Rodriguez**

Bv:

Dated 8-1-06

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