

NO 0000009105

(Requestor's Name)

ICAS

Nina Arias
750 NE 64th St. # B-105
Miami, FL 33138

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

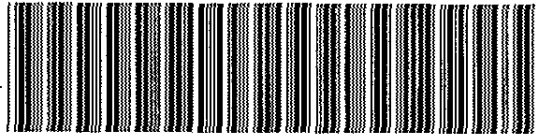
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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TALLAHASSEE, FLORIDA

July 6, 2006

NINA ARIAS
750 NE 64TH STREET #B-105
MIAMI, FL 33138

SUBJECT: INDEPENDENT CULTURAL ACCESS SOCIETY
Ref. Number: W06000030125

We have received your document for INDEPENDENT CULTURAL ACCESS SOCIETY and your check(s) totaling \$78.75. 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) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 006A00043804

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**ARTICLES OF INCORPORATION
OF
Independent Cultural Access Society, Inc.
A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is Independent Cultural Access Society, Inc.

PRINCIPAL OFFICE: The principal office of the corporation is located at 750 NE 64th St, Ste. B105, Miami, FL 33138.

MAILING ADDRESS: The mailing address of the corporation is 750 NE 64th St, Ste. B105, Miami, FL 33138.

REGISTERED AGENT: The name of the registered agent of the corporation is Steve Pestana. The address of this registered agent is 750 NE 64th St, Ste. B105, Miami, FL 33138.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporators are:

Steve Pestana
1255 Collins Ave Apt. 501
Miami Beach, FL 33139

Nina Arias
750 NE 64th St, Ste. B105
Miami, FL 33138

CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable and educational and consists, but is not limited to, the following:

1. To promote public access to the arts in Miami by facilitating and increasing its interaction within the broader dialogue of the national

and international art worlds.

a. Access to the arts will include, but is not limited to:

- i. Inexpensive and/or free transportation to arts destinations
- ii. discounts at arts establishments,
- iii. print and internet publications featuring arts listings and editorial content,
- iv. access to educational materials resources pertinent to the arts business, both print and internet
- v. public seminars and workshops concerning arts business practices and more general arts-related information
- vi. access to national and international traveling exhibitions not otherwise presented by local arts institutions spanning the range from the fine arts to independent cinema and beyond.

2. To promote independence and authenticity in artmaking and art exhibition by making available information and assistance (including assistance both financial and legal) on arts careers hitherto unavailable or inaccessible.

a. Independence and authenticity will be advanced via programs including, but not limited to:

- i. Professional associations for arts career professionals
- ii. Comprehensive artists' residency programs, including awards to both local and out-of-state artists as incentives to visit and participate in Miami's cultural development
- iii. Financial and prestige awards for members of the arts community
- iv. General promotion of the spirit of creative independence outside the competitive and financially motivated atmosphere of the art world

501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

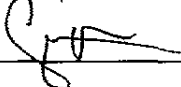
e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION

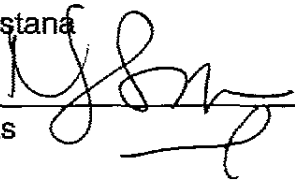
Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 24 day of August, 2006.



Steve Pestana



Nina Arias

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

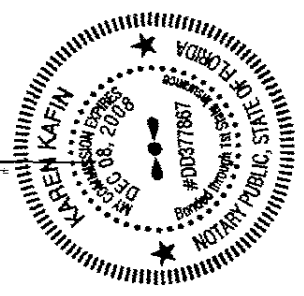
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Steve Pestana and Nina Arias, who are either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this

24 day of August, 2006

[Handwritten Signature]

NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Independent Cultural Access Society, Inc., a Florida not for profit corporation.

[Handwritten Signature]
Steve Pestana

8/24/06
Date

06 AUG 28 PM 2: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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