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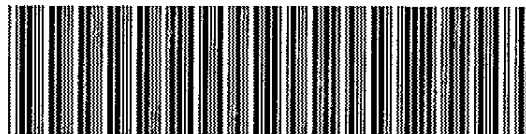
(Business Entity Name)

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SECRET
TALLMAN, J. J.

9/12/06

Michael C. Becker & Co.

Certified Public Accountants

1897 Palm Beach Lakes Blvd.
Suite 210
West Palm Beach, Florida 33409

West Palm Beach (561) 689-4093
Boca Raton (561) 391-0945
Miami (305) 266-6691
Fax (561) 697-4359

September 1, 2006

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

Dear Sir/Madam:

Subject: Latin Jazz, Inc.

Enclosed please find the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00.

Also enclosed, is a stamped, self-addressed envelope so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Michael C. Becker, C.P.A.

MCB/prw
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

Latin Jazz Foundation, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1373 S.W. 23 Street
Miami, FL 33145

ARTICLE III - PURPOSE

The Purpose for which the corporation is organized is:

The purpose of the Latin Jazz Foundation, Inc. is to increase public awareness of the importance of Latin Jazz in American culture. To accomplish this, we propose the following actions: to produce an ongoing series on the history of Latin Jazz through various media, including radio, to be titled "The Latin Jazz Diaries"; to create a musical cultural exchange between Latin Jazz and Jazz musicians based in Miami, New Orleans, and the Caribbean; to educate, enlighten and entertain future Latin Jazz and Jazz musicians through the creation of musical education programs in the schools that will inspire children to study Latin Jazz and Jazz music and history.

ARTICLE IV - Manner of Election

The manner in which the Directors are elected or appointed:

The Directors shall be elected in accordance with the by-laws.

ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS

List the name(s), address(es) and specific title(s)

The names and addresses of the initial board of directors are as follows:

Chair:

Sharon A. FitzGerald
1373 SW 23 Street
Miami, Fl 33145

Vice- Chair:

Mark E. Hayes
700 NW N. River Dr. # 909
Miami, FL 33125

Secretary /Treasurer:

Frank S. Rivera
6161 Twin Lakes Drive
South Miami, FL 33148

ARTICLES VI - INDEMNIFICATION

The corporation will indemnify every director and every officer of the corporation against all expenses and liabilities including legal fees, reasonable incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or which he or she may become involved by reason of his or her being or having been a director or officer of the corporation whether or not he/she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful malfeasance or malfeasance in the performance of his/her duties. Provided that, in the event of a settlement, this right of indemnification will only apply if a majority of the Board of Directors approve such settlement and reimbursement as being in the best interest of the corporation. The forgoing right of indemnification will be in addition to, and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VII - NON-STOCK CORPORATION

The corporation shall be considered organized on a non-stock basis, and therefore, certificates of shares of stock in the corporation shall not be issued.

ARTICLE VIII

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article Third hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding and other provision of these articles, 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Service Code, or the corresponding section of any future federal Tax code.

ARTICLE X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

The name and florida street address (P.O. Box not acceptable) of the registered agent is:

Sharon A. FitzGerald
1373 SW 23 Street
Miami, FL 33145

ARTICLE XII INCORPORATOR

The name and address of the Incorporator is:

Sharon A. FitzGerald
1373 SW 23 Street
Miami, FL 33145.

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 the capacity.

Sharon FitzGerald
Signature/ Registered Agent

9/1/06
Date

Sharon FitzGerald
Signature/Incorporator

9/1/06
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA