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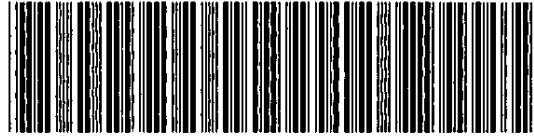
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TALLAHASSEE, FLORIDA

DR
8/4/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Reve of Miami, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Luis J. Cuza

(Name of Contact Person)

(Firm/ Company)

P.O. BOX 650041

(Address)

Miami, Florida 33265

(City/ State and Zip Code)

For further information concerning this matter, please call:

Luis J. Cuza

(Name of Contact Person)

at (305) 303-5980

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
2008 JUL 28 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Reve of Miami, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(Note: On March 26, 2008, the Board of Directors of The Reve of Miami, Inc. met to organize all of the

Bylaws, and the Articles of Incorporations. When the electronic filing was being completed on that very day, we were

very limited in space as to our specific purpose. As we apply and await the approval from the Internal Revenue

Service for tax exemption, the original version (longer version) of the Articles of Incorporation was the

one that was sent to the IRS. The IRS has sent us a letter asking us to clarify the situation for them. Thus

enclosed, we have included the 'original' Articles of Incorporation for which we would like to make

the official and final Articles of Incorporation for The Reve of Miami, Inc.

Also, please note, that the IRS has given us a response due date (August 5, 2008). Thus, we have

included a pre-paid express mail envelope for you, in order for us to receive the filing status as

soon as possible. Thank you very much for your understanding.)

ENCLOSED: ARTICLES OF INCORPORATION

(Attach additional pages if necessary)
(continued)

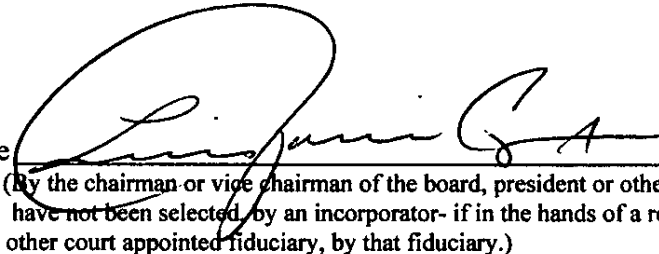
The date of adoption of the amendment(s) was: March 26, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature


(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Luis J. Cuza

(Typed or printed name of person signing)

President & Chairman

(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION OF THE RÊVE OF MIAMI, INC.

The undersigned, incorporator a natural person competent to contract, hereby files these Articles of Incorporation in order to form a Corporation not for profit under Chapter 617 of the Florida Statutes.

Article I Name

The name of this Corporation shall be THE RÊVE OF MIAMI, INC.

Article II Purpose & Powers

A: Purpose

The purpose of the Corporation is to voluntarily promote the idea of a music program as a means of expanding and contributing to a broader and richer cultural life in the greater South Florida community and to assist in every way the music program including advice, recruiting of volunteers and other personnel, arranging for guest performers, soliciting of contributions and, in general, any other work in furtherance of the program. As the corporation's mission, it is intended to present high-quality performances of both traditional and contemporary styles of music with cultural significance to audiences in South Florida. At the same time, THE RÊVE OF MIAMI, Inc. aims to encourage the occupational advancement of young musicians by providing a forum for development and presentation of their talents.

B: Powers

- a. The Corporation's purposes as herein stated shall be carried out by its Board of Directors in the manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. To this end the Corporation shall have the following powers:
 - i. To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, make gifts of or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment of performances of its obligations.
 - ii. To receive property of gifts, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
 - iii. To enter into private contracts with any person, firm, association, corporation, municipality, county, state, or other body politic or with any colony, dependence or agency of any of the foregoing.

- iv. To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.
- b. Notwithstanding any powers granted to this Corporation by these Articles, its By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:
 - i. No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no Member, Director, Officer, of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
 - ii. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
 - iii. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization, exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or by an organization, contributions to which are deductible under Section 170 (c) (2), or 2055 (a) of the Internal Revenue Code of 1954, as amended.
 - iv. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such charitable, religious, scientific, testing for public safety, literary or educational organizations which then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, as the Board of Directors may decide.

Article III Members

- A. The members of this Corporation shall consist of the first Board of Directors, and such other persons as qualify for membership in accordance with this Article III and the By-laws of the Corporation.
- B. Any person performing services or donating time or resources to THE RÊVE OF MIAMI, INC. shall be eligible for membership. The By-Laws of this Corporation shall set forth the method by which an eligible person may be admitted to membership in the Corporation.
- C. The By-Laws of this Corporation may provide for classes of membership.

Article IV Terms of Corporation Existence

This Corporation shall exist perpetually unless dissolved according to law. However, in the unlikely event of a dissolution of the organization, any remaining assets will be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Article V Incorporator

The name and address to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Luis J. Cuza	9534 SW 123 Terrace Miami, Florida 33176

Article VI Board of Directors

- A. The business of the Corporation shall be conducted by a Board of Directors consisting of no fewer than five (5) members, the exact number to be determined in accordance with the by-laws.
- B. The names and addresses of the First Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Luis J. Cuza	9534 SW 123 Terrace Miami, Florida 33176
Tannia Laracuente	11161 SW 154 Place Miami, Florida 33196
Grace Koelig	7901 SW 127 Road Miami, Florida 33183
Martha Adams	10314 SW 115 Court Miami, Florida 33176
Luis R. Cuza	PO Box 161015 Miami, Florida 33116

Article VII By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or repealed by the Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

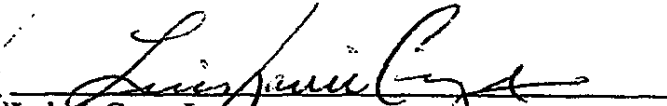
at to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

- B. Any indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he/she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors who were not parties to such action, suit or proceeding.
- C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subsection (a)(i) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subsection (a)(i) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such persons and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him/her, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are the valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this section.
- D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

Article XI Amendments

These Articles of Incorporation may be amended by the unanimous consent in writing of the Board of Directors, or by a three fourths majority vote of the Board of Directors at any regular or special meeting where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by all the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 26 day of March, 2008.


Luis J. Cuza, Incorporator