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MIAMI ARTS BOOSTER CLUB, INC.

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DIVISION OF CORPORATION

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8/25/08

**Articles of Incorporation of  
MIAMI ARTS BOOSTER CLUB, INC.  
a Florida Not-For-Profit Corporation**

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in chapter 617 of the Florida Statutes, adopt the following Articles of incorporation for the corporation:

**Article I**

The name of the corporation is: **MIAMI ARTS BOOSTER CLUB, INC.**, a Florida Not-For-Profit Corporation.

**Article II**

The corporation shall have perpetual duration. The principal and mailing address of corporation shall be 2 Alhambra Plaza, Suite 801, Coral Gables, Florida 33134.

**Article III**

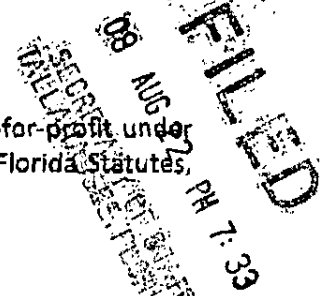
The corporation is a not for profit corporation. The purpose for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charitable and educational goals and for other charitable purposes, by the distribution of its funds for those purposes, and particularly to provide support to local school or other music programs to encourage the program's growth and success. To create a support structure for students of music, for music events, concerts, trips and other needs. To raise funds to furnish local school music programs with essential equipment to operate the programs and to ensure the each music student is offered voluntary fund raising opportunities to defray costs associated with music events.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes that will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**Article IV**



The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

#### Article V

The street address of the initial registered office of the corporation is: Garcia-Oliver & Mainieri, P.A., 2 Alhambra Plaza, Suite 801, Coral Gables, Miami-Dade County, Florida 33134. The name of its initial registered agent at that address is: Angel M. Garcia-Oliver, Esq., Garcia-Oliver & Mainieri, P.A., 2 Alhambra Plaza, Suite 801, Coral Gables, Florida 33134.

#### Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on March 15, 2009, at 11:00 AM., at 2 Alhambra Plaza, Suite 801, Coral Gables, Florida 33134, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of 2 years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 11:00 AM., on the 15th day in March of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required, or permitted to be taken, by the board of directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name:

Hector Rodriguez  
Jennifer Sierra  
Pilar Vasallo

Residential Address:

3227 S.W. 63<sup>rd</sup> Avenue, Miami, FL 33155  
848 Brickell Key Drive, Apt# 2101, Miami, FL 33131  
4112 S.W. 98<sup>th</sup> Avenue, Miami, FL 33165

**Article VII**

The name and address of each incorporator are:

Name:

Angel M. Garcia-Oliver

Address:

Garcia-Oliver & Mainieri, P.A., 2 Alhambra Plaza, Suite 801, Coral  
Gables, Florida 33134

**Article VIII**

The board of directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and any other officers that the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Office:

President

Name:

Nathan C. McManus

Address:

1940 Bay Drive, Apt# 12,  
North Beach, Florida 33141

Secretary

Barbara Rodriguez

3227 S.W. 63<sup>rd</sup> Avenue  
Miami, FL 33155

Treasurer

Pablo Canals

855 NW 134<sup>th</sup> Place  
Miami, FL 33182

**Article IX**

Subject to the limitations contained in the bylaws and any limitations set forth in the Not-For-Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

**Article X**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

**Article XI**

On 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 religious or charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.


**Article XII**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

**Article XIII**

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal 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.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not-for-profit charitable corporation under the Laws of the State of Florida, have executed these articles of Incorporation on the 21<sup>st</sup> day of August, 2008.

  
\_\_\_\_\_  
Angel M. Garcia-Oliver, Esq.  
Signature/Incorporator

08-21-2008  
\_\_\_\_\_  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Angel M. Garcia-Oliver, Esq.  
Signature/Incorporator

08-21-2008  
\_\_\_\_\_  
Date