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FLORIDA PROFIT/NON PROFIT CORPORATION

name publications, inc.

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December 12, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: NAME PUBLICATIONS, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION

OF

NAME PUBLICATIONS, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I

NAME

The name of the Corporation is Name Publications, Inc.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

(a) The specific and primary purpose for which the Corporation is formed is:

(i) To develop and facilitate the production of books by artists, a field neglected by for-profit publishing houses; to disseminate books produced by artists and build new audiences for them; to encourage diversity in the field of artists' books publishing and experimentation in the book format; to establish an educational platform around artists' books publishing.

(ii) to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

(b) The Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article.

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ARTICLE IV

TERM

The Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Stewart A. Merkin Esq., 444 Brickell Ave., Suite 300, Miami, FL 33131.

ARTICLE VI

MEMBERSHIP AND MANAGEMENT OF THE CORPORATION

(a) The qualification for members and the manner of their admission to membership shall be regulated by the bylaws of the Corporation.

(b) Board of Directors. The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The members of the Board of Directors shall be elected or appointed pursuant to the method set forth in the Bylaws of the Corporation. The first Board of Directors shall be three (3) in number, and their names and addresses being as follows: Gean Moreno, 4241 SW 62 Ave., Miami, FL 33155; Ernesto Oroza, 20335 West Country Drive, Aventura, FL 33180, Nicholas Frank, 23348 N Bremen, Milwaukee, WI 53212 and Lena Moreno, 4241 SW 62 Ave., Miami, FL 33155.

(c) Elective Officers. The officers of the Corporation shall be a president, vice-president, secretary, and treasurer. Other offices and officers may be established or appointed by members of the Corporation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties or the terms of office, and the manner of removing officers shall be as set forth in the bylaws. The officers who are to serve until the first election of officers under these Articles of Incorporation are:

President: Gean Moreno
Vice-President: Ernesto Oroza
Secretary: Nicholas Frank
Treasurer: Lena Moreno

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ARTICLE VII

PRINCIPAL OFFICE

The principal office of the Corporation is 4241 SW 62 Ave., Miami, FL 33155.

ARTICLE VIII

REGISTERED AGENT AND LOCATION OF REGISTERED OFFICE

The name and address of the Corporation's initial registered office in the State of Florida is Stewart A. Merkin Esq., 444 Brickell Ave., Suite 300, Miami, FL 33131.

ARTICLE IX

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 purposes set forth in these Articles of Incorporation.

(b) 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 the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent allowed by law, any person who

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was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation.

ARTICLE XI

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

ARTICLE XIII

DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned constituting the subscriber of the Corporation, for the purpose of forming the Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 11 day of December, 2008.


Stewart A. Merkin, Incorporator

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STATE OF FLORIDA, COUNTY OF MIAMI-DADE:

BEFORE ME, a Notary Public in and for the State of Florida duly commissioned, personally appeared Stewart A. Merkin, to me personally known, and known to me to be the same person described herein and who executed the within Articles of Incorporation and who acknowledged the same to be his act and deed.

SWORN TO AND SUBSCRIBED before me this 10 day of December, 2008.


Notary Public



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 OF 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.

SIGNATURE: 

Stewart A. Merkin, Registered Agent

DATE: December 10, 2008

Filed By:

Stewart A. Merkin Esq.
444 Brickell Ave., Suite 300
Miami, FL 33131



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