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From: Account Name : SANTIAGO A ALPIZAR PA
Account Number : I20040000166
Phone : (305) 856-2494
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FLORIDA PROFIT/NON PROFIT CORPORATION

Students Advancing Miami's Contemporary Art Incorporated

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FNO. 939 rvep. 2



March 12, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SANTIAGO A ALPIZAR PA

SUBJECT: STUDENTS ADVANCING MIAMI'S CONTEMPORARY ART INCORPORATED
REF: W09000011818

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
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8 MAR. 12. 2009 12:00PM

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NO. 9398rv'P. 4



March 11, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SANTIAGO A ALPIZAR PA

SUBJECT: STUDENTS ADVANCING MIAMI'S CONTEMPORARY ART INCORPORATED
REF: W09000011505

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Justin M Shivers
Regulatory Specialist II
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1-850 617 6381



March 9, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SANTIAGO A ALPIZAR PA

SUBJECT: STUDENTS ADVANCING MIAMI'S CONTEMPORARY ART INCORPORATED
REF: W09000011005

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.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

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done

8 MAR. 12. 2009 12:00PM

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March 6, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SANTIAGO A ALPIZAR PA

SUBJECT: STUDENTS ADVANCING MIAMI'S CONTEMPORARY ART INCORPORATED
REF: W09000010705

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.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II
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ARTICLES OF INCORPORATION
STUDENTS ADVANCING MIAMI'S CONTEMPORARY ART INCORPORATED
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I
NAME

The name of this Corporation shall be the **STUDENTS ADVANCING MIAMI'S CONTEMPORARY ART INCORPORATED**, hereinafter designated the "Corporation."

ARTICLE II
PURPOSES

The general nature, objects and purposes of the Corporation shall be to:

- A. Expose undergraduate and post-graduate students to Greater Miami's burgeoning art scene, an artistic community thriving and growing, one of the most innovative, dynamic and exciting in the World, through:
1. studio visits to our thriving stable of artists in which students can intimately and personally experience the creative process;
 2. guided visits to museums and cultural institutions, enhanced by direct interaction with curators, exhibiting artists and experts in contemporary art;
 3. special viewing at commercial galleries and international art fairs exhibiting avant garde contemporary artists, enhanced by direct interaction with gallery directors and artists; and
 4. special visits to private collections so that these collectors can share their passion and knowledge of contemporary art with the participating students.

B. Within the scope of the foregoing, the Corporation is specifically organized for the following purposes:

1. To organize, support and promote cooperative relations, meetings, forums and the exchange ideas with other corporations, groups, and individuals sharing the same goals and ideals.
2. To submit and request proposals to institutions of public and private education to help with the promotion of its goals and ideals.
3. To distribute information such as magazines, newspapers, informative newsletters and radio and video programs related to the goals of the Corporation.
4. To organize support, and promote seminars, and educational conferences consistent with the goals of the Corporation.
5. To organize, support and promote cooperative efforts between the Corporation and other domestic and international educational and other institutions sharing similar goals.
6. To acquire and establish a social venue for the Corporation to promote its goals
7. To organize travel, cultural exchanges, and people to people contacts.
8. To establish a social venue for the Corporation to promote its goals.
9. To otherwise organize support and promote by all lawful means for a Florida corporation not for profit entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws.

10. To promote and organize fund-raising efforts to support the foregoing projects.

ARTICLE III
GENERAL POWERS

General powers of the Corporation shall be all powers incident to promoting its objectives.

ARTICLE IV
MEMBERS & DIRECTORS

The members shall consist of the first Board of Directors and any other members elected by a majority of the Board, and its successor are assigns. The initial Board of Directors and members of the Corporation are three (3), to wit: Fernando J. Álvarez-Pérez, who will act, Lydia Mackie and Vincent Lago, all of 1136 Alhambra Circle, Coral Gables, Florida 33134. Future directors shall be elected in the manner established in the By-Laws.

ARTICLE V
OFFICERS AND RESIDENT AGENT

The officers of the Corporation, with addresses which appear in Article IV above, shall be:

Chairman of the Board and President:

Fernando J. Álvarez-Pérez
of 1136 Alhambra Circle, Coral Gables, Florida 33134.

Vice Chairman of the Board

Vice President and Secretary:

Lydia Mackie
of 1136 Alhambra Circle, Coral Gables, Florida 33134.

Vice Chairman of the Board

Vice President and Treasurer:

Vincent Lago
of 1136 Alhambra Circle, Coral Gables, Florida 33134.

Resident Agent:

Wilfredo O. Allen, Esq.,
of 2250 SW 3rd Avenue, Miami, Florida 33145.

ARTICLE VICORPORATE BEGINNING AND EXISTENCE

The Corporation shall begin its corporate existence upon the filing of these articles with the Secretary of State, and shall have perpetual existence.

ARTICLE VIIBY-LAWS

The Board shall adopt By-Laws consistent with these articles.

ARTICLE VIIIAMENDMENT TO ARTICLES

May the Articles may be altered, amended, or repealed by resolution of the Board.

ARTICLE IXSUBSCRIBERS

The names of the subscribers are Fernando J. Alvarez-Perez, who will act, Lydia Mackie and Vincent Lago, all of 1136 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE XINITIAL CORPORATE OFFICE

The Corporation shall have its initial corporate office at 1136 Alhambra Circle, Coral Gables, Florida 33134.

- A. The Corporation hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:
1. Whether civil, criminal, administrative, or Investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture; trust or

other enterprise which he/she fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable interest of the Corporation, such action was in the best interest of the reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he/she had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgement in this favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court, administrative proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

- B. 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 XITRANSACTION IN WHICH DIRECTORS OFFICERS AND MEMBERS ARE INTERESTED

- A. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, officers are directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.
- B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.
- C. No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual. Provided, however, that (i) reasonable compensation may be paid for services rendered by any Member, Director or Officer to or for the Corporation, and (ii) this provision shall not prohibit the reimbursement of funds advanced to, for or on behalf of the Corporation by any Member, Director or Officer when said funds are advanced with the consent and knowledge of the Corporation, evidenced by the written approval of the majority of the Board, including, without limitation, transportation and other travel expenses.

ARTICLE XIIDISSOLUTION OF THE CORPORATION

- A. Upon dissolution of the Corporation, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed to other non-profit corporation(s) devoted to similar goals.
1. Real property contributed to the Association without the receipt of other than nominal consideration by a Class B. Member (or its predecessor in interest), but excluding therefrom the Recreation Parcels which it is intended shall be distributed in the manner provided in 2 below, shall be returned to the Class B Member (whether or not

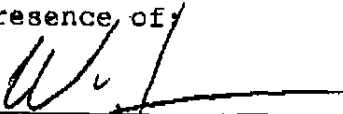
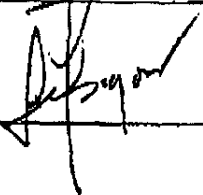
a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

2. Remaining asset shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each members share of the assets to be determined in accordance with its voting rights.

- B. The Corporation may be dissolved upon a resolution to that effect being recommended by three-fourth (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Corporation's members.


IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this November 13, 2008.

Signed, sealed and delivered in the presence of


 Lydia Mackie


 Fernando J. Alvarez-Perez,


 Vincent Lago

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me this November 13, 2008, by Fernando J. Alvarez-Perez, Lydia Mackie and Vincent Lago, who are either personally known to me, or provided their respective Florida Driver's Licenses as identification, and did take an oath.


 Notary Public



CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
2009 MAR 12 P 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

That STUDENTS ADVANCING MIAMI'S CONTEMPORARY ART INCORPORATED, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named WILFREDO O. ALLEN, ESQ., located at 2250 SW 3rd Avenue, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
STUDENTS ADVANCING MIAMI'S CONTEMPORARY ART INCORPORATED
to accept service of process for the above-stated corporation, at
the place designated in this Certificate, I hereby agree to act in
the capacity of Registered Agent for said corporation, and agree to
comply with the applicable provisions of the Florida Statutes this
November 14, 2008.



WILFREDO O. ALLEN, ESQ.
Registered Agent