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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. DPZ Archive, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION OF
DPZ ARCHIVE, INC.**

(a Florida corporation, not for profit)

FILED
09 AUG 25 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for **DPZ Archive, Inc.**

ARTICLE I

Name and Location of Principal Office

The name of the corporation is **DPZ Archive, Inc.**, a Florida corporation, not for profit. Its principal office and mailing address shall be at 1035 SW 25th Avenue, Miami, Florida 33135

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporator

The name of the Incorporator of the corporation is Louis Nostro, and his address is 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are exclusively charitable, scientific, aesthetic, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In particular, the corporation will archive, curate and make available for research, study and publication the drawings, files, objects and books of Duany Plater-Zyberk & Associates.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these Articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation 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 or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

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 (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Member, Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. In the event of dissolution, the residual assets of the corporation will be distributed to the School of Architecture at the University of Miami, Coral Gables, Florida or, if not accepted, to Yale University, New Haven, Connecticut or, if not accepted, to Columbia University, New York, New York; provided that such university is exempt as an organization or organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE VII

Management of Corporate Affairs

(a) **Board of Directors.** The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The corporation shall have six (6) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than five (5). The method of selection of Directors is stated on the Bylaws of this corporation. The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time 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 Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such 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 which relates to action so taken 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 the corporation authorize the Directors to so act and shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANDRÉS DUANY	1023 SW 25 th Avenue Miami, Florida 33135
ELIZABETH PLATER-ZYBERK	1023 SW 25 th Avenue Miami, Florida 33135
GALINA TACHIEVA	1023 SW 25 th Avenue Miami, Florida 33135
MARINA KHOURY	1023 SW 25 th Avenue Miami, Florida 33135
THOMAS LOW	119 Huntley Place Charlotte, North Carolina 28207
XAVIER IGLESIAS	1023 SW 25 th Avenue Miami, Florida 33135

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the corporation (whether or not he or she is a Director or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or

imposed upon him or her), except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of the corporation shall consist of all persons herein named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, 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 collection thereof shall be set forth in the Bylaws.

ARTICLE X

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name of the initial registered agent of the corporation is Louis Nostro, and the address of the registered agent is 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation on this 21st day of August, 2009 for the purpose of forming the corporation not for profit under the laws of the State of Florida.



LOUIS NOSTRO, Incorporator

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09 AUG 25 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

DATED THIS 21st DAY OF AUGUST, 2009.



LOUIS NOSTRO (Registered Agent)