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Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**university of wynwood, inc.**

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March 31, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: UNIVERSITY OF WYNWOOD, INC.  
REF: W10000015786

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

The document number of the name conflict is L09000112248 - UNIVERSITY OF WYNWOOD, LLC.

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

Loria Poole  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: W10000064375  
Letter Number: 910A00007850

P.O BOX 6327 - Tallahassee, Florida 32314

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April 1, 2010

Florida Dept of State  
Division of Corporations  
Tallahassee, FL

Re: UNIVERSITY OF WYNWOOD, LLC  
Document Number: L09000112248

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TALLAHASSEE, FLORIDA

Dear Sir/Madam:

This letter will confirm that the above entity has no intention of revoking the dissolution  
filed on March 26, 2010.

Very truly yours,

UNIVERSITY OF WYNWOOD, LLC

By: 

Phillip S. Cunningham, Manager

STATE OF FLORIDA, COUNTY OF MIAMI-DADE:

SWORN TO AND SUBSCRIBED before me by PHILLIP S. CUNNINGHAM who is  
personally known to me or produced \_\_\_\_\_ as identification.

  
Notary Public

Commission Stamp:



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**ARTICLES OF INCORPORATION**

**OF**

**UNIVERSITY OF WYNWOOD, INC.**

**A FLORIDA CORPORATION NOT FOR PROFIT**

**ARTICLE I**

**NAME**

The name of the Corporation is **UNIVERSITY OF WYNWOOD, 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 explore the interdisciplinary possibility of poetry and other literary arts in Miami-Dade County, Florida.
  - (ii) to bring poets of national and international renown to Miami-Dade County.
  - (iii) to create and produce a poetry festival in Miami-Dade County that seeks to embody the mission statement of the Corporation.
  - (iv) to document the growth of the Miami poetry community.
  - (v) 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

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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.

#### **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 five (5) in number, and their names and addresses being as follows: P. Scott Cunningham, 500 NE 56<sup>th</sup> St., Miami, FL 33137; Alexandra Cunningham, 500 NE 56<sup>th</sup> St., Miami, FL 33137; Campbell McGrath, 4468 Royal Palm Ave., Miami Beach, FL 33140; Mitchell Kaplan, 5860 S.W. 53<sup>rd</sup> Terrace, Miami, FL 33155; and Thomas Healy, 40 Fifth Avenue, Apt. 12A, New York, NY 10011.

(c) Elective Officers. The officers of the Corporation shall be a 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 of, 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: Campbell McGrath  
Secretary: P. Scott Cunningham  
Treasurer: Alexandra Cunningham

## **ARTICLE VII**

### **PRINCIPAL OFFICE**

The principal office of the Corporation is 500 N.E. 56<sup>th</sup> Street, Miami, FL 33137.

## **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(e)(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

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 \_\_\_\_ day of February, 2010.

  
Stewart A. Merkin, Incorporator

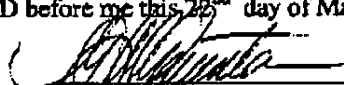
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STATE OF FLORIDA, COUNTY OF MIAMI-DADE:

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 22<sup>nd</sup> day of March, 2010.



  
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: March 22, 2010.

Filed By:

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

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