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FLORIDA PROFIT/NON PROFIT CORPORATION

miami-miami beach biennale, inc.

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September 22, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: MIAMI-MIAMI BEACH BIENNALE, INC.
REF: W10000044455

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 nonprofit corporation. The name of a voluntarily dissolved nonprofit Florida corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution.

The document number of the name conflict is L1000088732.

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Valerie Herring
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AFFIDAVIT

Prepared By:
Alvaro Castillo, Esq
1390 Brickell Ave.
Suite 200
Miami, FL 33131

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, GARY NADER, as Sole Manager of MIAMI-MIAMI BEACH BIENNALE, LLC, a Florida Limited Liability Company filed under Document Number L1000088732 (the "Company"), who having been first duly sworn, deposes and says as follows:

1. Affiant(s) has personal knowledge of all matters set forth in this Affidavit and is qualified and have full power and authority to make this Affidavit.
2. The Affiant is the Sole Manager and Sole Member of the Company.
3. The Company was dissolved on 9/20/2010 and the Affiant does not desire to reinstate the Company in the future.

Further Affiant sayeth not.

MIAMI-MIAMI BEACH BIENNALE, LLC

By: Gary Nader
Gary Nader, Sole Manager

THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of Sept, 2010 by Gary Nader as Sole Manager of Miami-Miami Beach Biennale, LLC, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Alto 8

Notary Public
Printed, typed or stamped

My commission expires:



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ARTICLES OF INCORPORATION
OF
MIAMI-MIAMI BEACH BIENNALE, INC.

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be:

MIAMI-MIAMI BEACH BIENNALE INC, a Florida not-for-profit corporation (hereinafter, the "Corporation").

ARTICLE II.
ENABLING LAW

The Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III.
PURPOSES AND POWER

The purposes for which the Corporation is organized are:
are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws)(hereinafter the "Code"), and notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code §501 (c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. Any and all purposes set forth in the By-Laws of the Corporation.

C. The Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific, literary and civic purposes.

This Instrument Prepared By:

Alvaro Castillo B., Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 371-5540
Florida Bar No. 611761

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D. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in F.S. §617.0303 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes. Nothing herein shall authorize this corporation directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, §617.0505.

E. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets on the dissolution of the Corporation.

ARTICLE IV. MEMBERSHIP

The Corporation shall have no capital stock. The Corporation shall have members with such rights as provided in the By-Laws of the Corporation.

ARTICLE V. TERM

The Corporation shall have perpetual existence and its existence shall commence at the date and time of filing of the Original Charter with the Department of the State of Florida.

ARTICLE VI BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director nor more than fifteen (15) Directors at any time. The names and addresses of the initial members of the Board of Directors are as follows:

Gary Nader

62 N.E. 27th Street
Miami, Florida 33137

**ARTICLE VII.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B., Esq.
CASTILLO & ASSOCIATES
1390 Brickell Avenue, Suite 200
Miami, Florida 33131

**ARTICLE VIII
INITIAL OFFICERS**

The Corporation shall have a President, Vice-President, Secretary, Assistant Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The initial officers shall be elected at the first Board of Directors meeting and shall be thereafter as set forth in the By-Laws of the Corporation. The names of the officers who are to serve until the first election are:

President/Secretary/Treasurer: Gary Nader

**ARTICLE IX
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Gary Nader	62 N.E. 27 th Street Miami, Florida 33137

**ARTICLE X.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

MIAMI-MIAMI BEACH BIENNALE, INC.
62 N.E. 27th Street
Miami, Florida 33137

**ARTICLE XI.
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

**ARTICLE XII
DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than 75% of the total number of votes. Upon dissolution of the Corporation, the assets of the corporation shall be dedicated, granted, conveyed, assigned to any not-for-profit corporation, association, trust or other organization devoted to similar purposes. Any action taken under this Article is subject to the procedures and requirements of Chapter 617 of the Florida Statutes and may not be suggested to disqualify the Association as a not for profit corporation under the Internal Revenue Code, as amended.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: _____

GARY NADER, Director

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, GARY NADER, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 17 day of September, 2010


NOTARY PUBLIC

DATE COMMISSION EXPIRES



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The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



Alvaro Castillo B., Esq.
CASTILLO & ASSOCIATES
1390 Brickell Avenue, Suite 200
Miami, Florida 33131

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